



THE WORLD'S GREATEST DEATH-CHEATERS!



#1
JUNE 97

CHALLENGERS OF THE Fantastic



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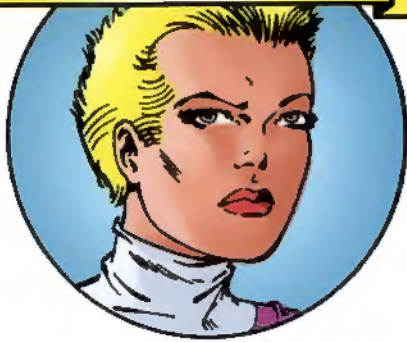
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menab

SUE "ACE" STORM
FEARLESS S.H.I.E.L.D. AGENT

REED "PROF" RICHARDS
DYNAMIC SCIENCE GENIUS

JOHNNY "RED" STORM
DAREDEVIL YOUTH

BEN "ROCKY" GRIMM
TWO-FISTED SENATOR



THESE ARE PEOPLE OF RECKLESS COURAGE WHO SEEK OUT AND DEFY THE FANTASTIC WHICH LURKS IN MYSTERIOUS PLACES, GRIMLY COILED! THEY ARE THE WORLD'S GREATEST DEATH-CHEATERS!



CHALLENGERS OF THE Fantastic

BROUGHT
TO YOU BY
THE MEN WHO
LIVE ON
BORROWED
TIME (WHEN
IT COMES TO
DEAD-
LINES)--

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CHALLENGERS OF THE FANTASTIC™ Vol. 1, No. 1, June, 1997. Published by MARVEL COMICS, David J. Schreiff, President. Stan Lee, Publisher. Shirrel Rhoades, Executive VP, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Copyright © 1997 Marvel Characters, Inc. and DC Comics. All Amalgam characters, the distinctive likenesses thereof, names and related elements are jointly held trademarks of DC Comics and Marvel Characters, Inc. All rights reserved. Price \$1.95 per copy in the U.S. and \$2.75 in Canada. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any of its cover or markings removed, nor in a mutilated condition. Printed in Canada.

BEFORE WE START OUR FANTASTIC TALE, LET US GO BACK TO THE MOMENTOUS DAY WHEN IT ALL BEGAN...

TAC

-- SHIELD'S HOLDING. COSMIC RAY PENETRATION -- .004 PERCENT.

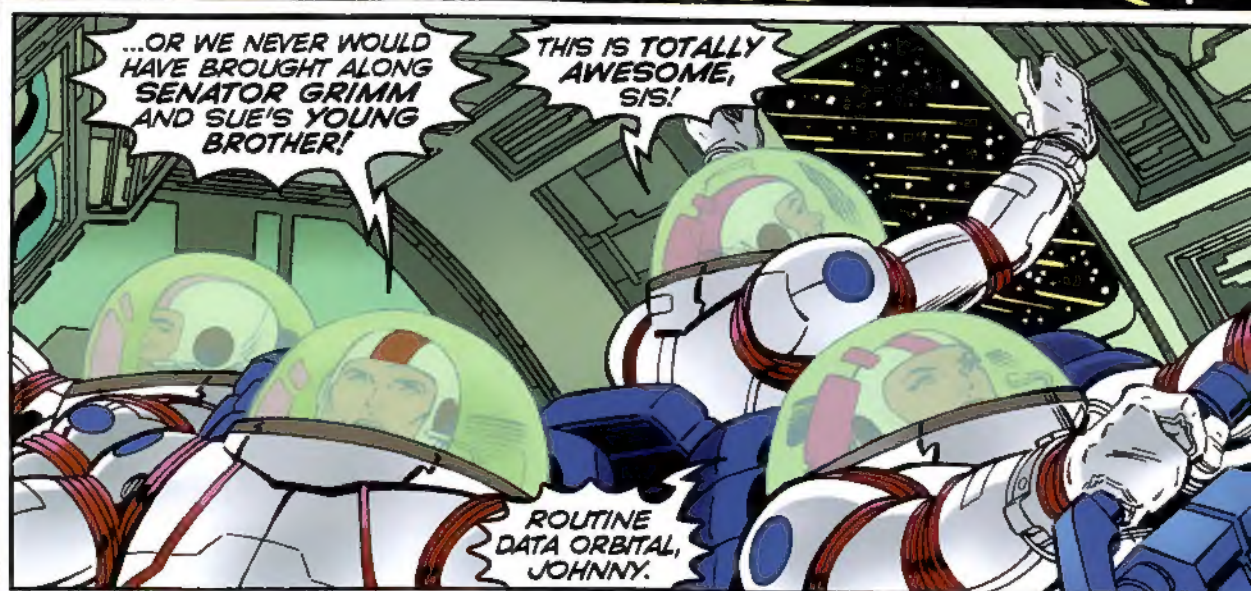
TAC
TAC

TAC
TAC

TAC

YOU HEAR THAT, VICTOR? WE DID IT! FUTURE SPACEFLIGHTS WILL BE SAFE FROM POSSIBLE COSMIC MUTATION!

NOT THAT I HAD ANY DOUBTS...



...OR WE NEVER WOULD HAVE BROUGHT ALONG SENATOR GRIMM AND SUE'S YOUNG BROTHER!

THIS IS TOTALLY AWESOME, SIS!

ROUTINE DATA ORBITAL, JOHNNY.



I ONLY WISH YOU WERE HERE WITH US, VICTOR!

AND CHANCE SOMETHING HAPPENING TO MY GOOD LOOKS, REED?

NO -- SOMEONE HAD TO REMAIN AT BASE TO MONITOR THIS SECRET MISSION.



WISH IT WAS ME, VON DOOM! MAYBE NOW'S THE TIME TO TELL YOU GUYS THIS TRIP'S HUSH-HUSH ONLY TILL WE LAND...

...THEN WE'RE GONNA GET ELECTRONICALLY PLASTERED ACROSS THE GLOBE LIVE ON THAT BLASTED "HEROES" TV SHOW!

ORDERS OF THE PRESIDENT HIMSELF! LOTTA HOT AIR AN' HOO-HA IF YA ASK ME!



RICHARDS COULDN'T HAVE PERFECTED THAT SHIELDING WITHOUT ME -- AND NOW HE'LL GET THE GLORY?

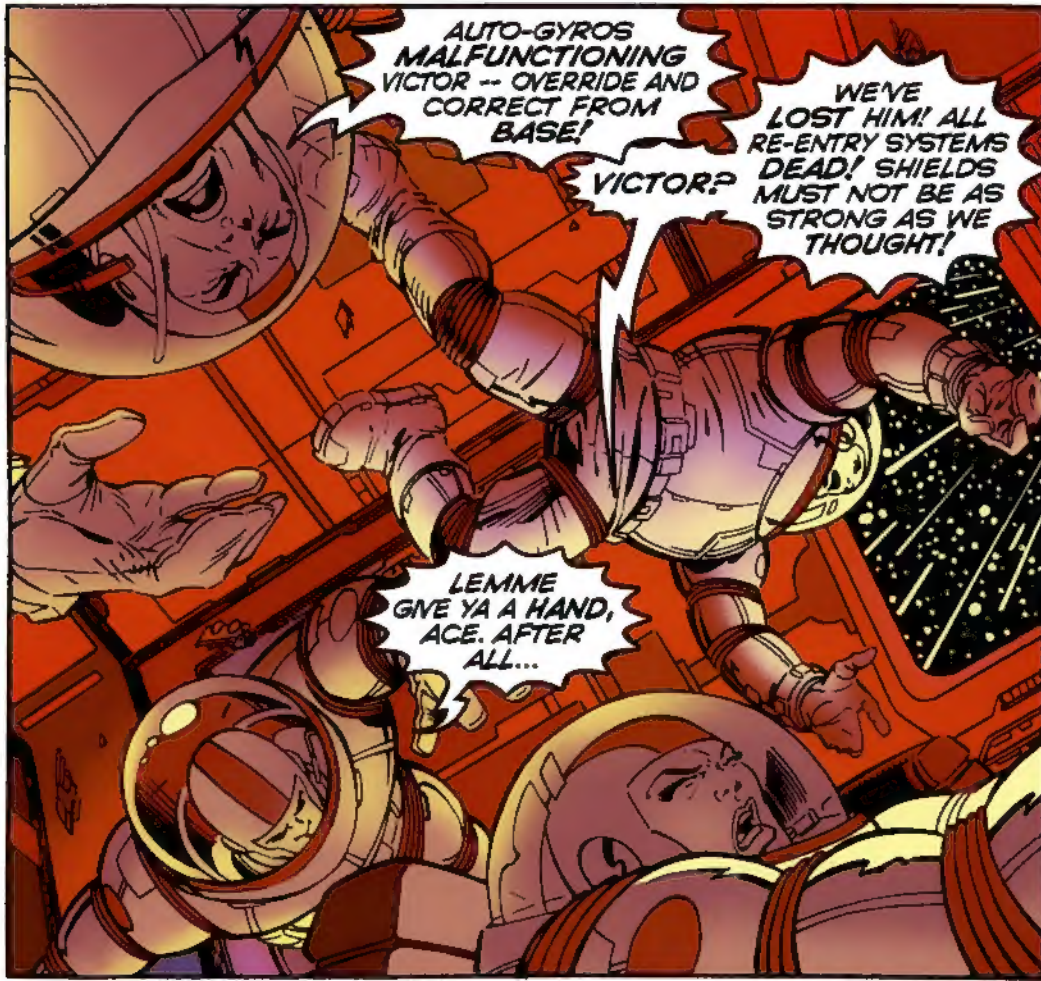
NEVER!

GUESS THIS IS OUR FIFTEEN MINUTES OF FAME -- EH, VICTOR?



YES, REED -- I, TOO, CAN'T WAIT TO SEE YOU FOUR "PLASTERED ACROSS THE GLOBE" AS THE SENATOR PUT IT...

TLEK

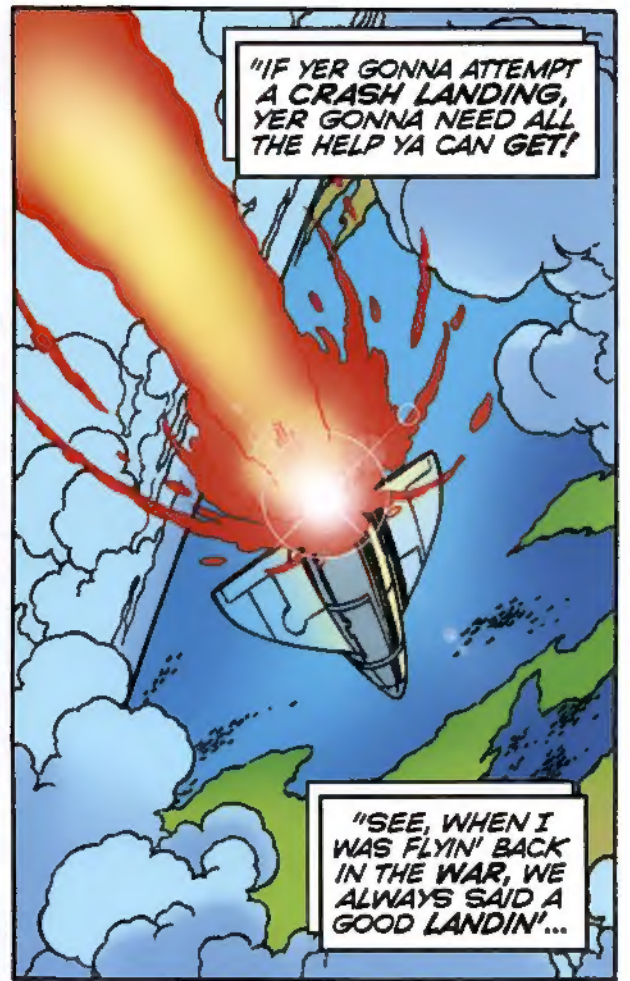


AUTO-GYROS
MALFUNCTIONING
VICTOR -- OVERRIDE AND
CORRECT FROM
BASE!

VICTOR?

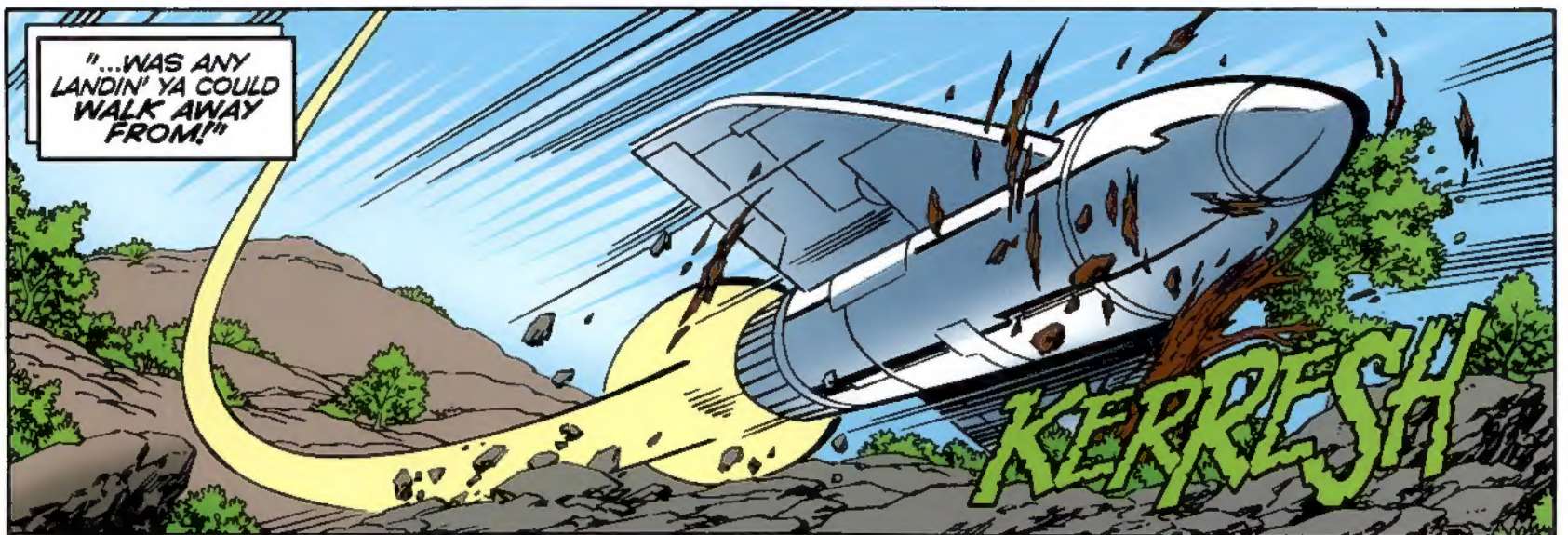
WE'VE
LOST HIM! ALL
RE-ENTRY SYSTEMS
DEAD! SHIELDS
MUST NOT BE AS
STRONG AS WE
THOUGHT!

LEMME
GIVE YA A HAND,
ACE. AFTER
ALL...



"IF YER GONNA ATTEMPT
A CRASH LANDING,
YER GONNA NEED ALL
THE HELP YA CAN GET!"

"SEE, WHEN I
WAS FLYIN' BACK
IN THE WAR, WE
ALWAYS SAID A
GOOD LANDIN'..."



"...WAS ANY
LANDIN' YA COULD
WALK AWAY
FROM!"

KERRESH



WE'RE... WE'RE
ALIVE! THIS IS
FANTASTIC!

YEAH -- AND TONS BETTER
THAN THAT ROLLER COASTER
AT HAPPYLAND! LET'S
DO IT AGAIN!

Oh, SURE
THING, RED -- 'CEPT
MAYBE NEXT TIME WE'LL TRY
DIFFUSIN' A NUCLEAR BOMB
JUST FER A LITTLE
VARIETY!



I THINK ALL THREE OF
YOU ARE RIGHT! WE'VE
BEEN GIVEN A SECOND
CHANCE AT LIFE -- WHY
NOT USE IT TO BETTER
MANKIND...

...BY
CHALLENGING
THE FANTASTIC!



WE'RE THERE, SIS!
HEY -- DOESN'T THIS
ALMOST LOOK LIKE
AN HOUR-
GLASS?

WHY
NOT, RED -- WE
GOTTA BE LIVIN' ON
BORROWED
TIME!

INDEED! AND SO
WERE BORN THE
WORLD'S GREATEST
DEATH-CHEATERS!

CHAPTER
1

FOUR

AGAINST
THE

UNKNOWN!



"... FANTASTIC MOUNTAIN!"

SECRETED AMONG THE PEAK'S A SHORT DISTANCE NORTH OF NEW YORK CITY IS AN UNDERGROUND BASE THAT HOUSES THE CADMUS D.N.A. PROJECT.

IT IS ALSO THE HEADQUARTERS OF THE WORLD-FAMOUS CHALLENGERS OF THE FANTASTIC!

FASCINATING...



...THERE'S A **UNIVERSE-TWO** THAT EXISTS JUST BEYOND OUR CONTINUUM! IT'S ALMOST **EXACTLY** LIKE OURS...

...EXCEPT MY DATA INDICATES ITS '**HEROIC AGE**' BEGAN DURING **WORLD WAR TWO** WITH GROUPS SUCH AS **SPITFIRE** AND THE **BLACKHAWKS**...

...CONTINUING INTO PRESENT DAY WITH CERTAIN **DESCENDANTS** PLAYING PROFESSIONAL SPORTS AS **INFINITE KICKERS, INC.** THE IMPLICATIONS ARE --



ACE TO PROF! REPORT TO THE BRIEFING ROOM A.S.A.P! THE **CHALLENGERS** HAVE A MISSION!

Um...I'M IN THE MIDDLE OF DISCOVERING A **NEW DIMENSION** RIGHT NOW, SUE.

IT'LL STILL BE THERE WHEN WE GET BACK... IF WE GET BACK!

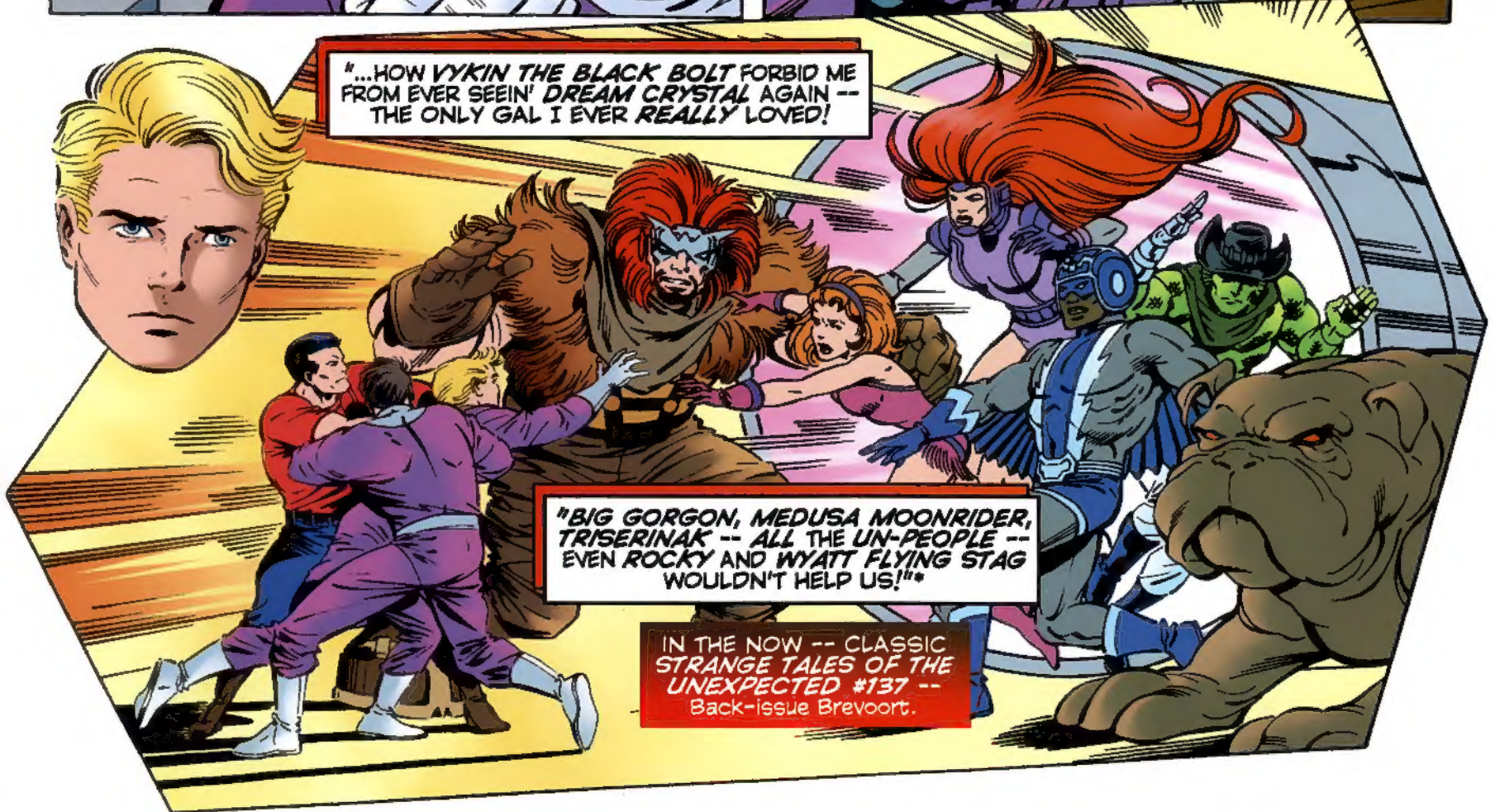


MEANWHILE, SIX LEVELS OFF (IN MORE WAYS THAN ONE)...

CONCENTRATE, SIR! BY NOW YOU'RE USUALLY ON LEVEL TEN OF THE **SPIDER-BOY: TOTAL BIZARNAGE** GAME!

FIGURES -- ONLY A **MINIATURE CLONE** OF MYSELF WOULD KNOW I WAS **BAGGIN'** THIS ONE!

FACT IS, MY LITTLE **STORMTROOPER** PAL, ALL I CAN **REALLY** THINK ABOUT IS...



"...HOW **VYKIN THE BLACK BOLT** FORBID ME FROM EVER SEEIN' **DREAM CRYSTAL** AGAIN -- THE ONLY GAL I EVER **REALLY** LOVED!"

"**BIG GORGON, MEDUSA MOONRIDER, TRISERINAK** -- ALL THE **UN-PEOPLE** -- EVEN **ROCKY** AND **WYATT FLYING STAG** WOULDN'T HELP US!"

IN THE NOW -- CLASSIC **STRANGE TALES OF THE UNEXPECTED #137** -- Back-issue Brevoort.



BELAY THAT ANGST, SIR! I'M RECEIVING A TRANSMISSION OVER MY HELMET-COM!

AGENT STORM HAS ORDERED A CHALLENGER BRIEFING FOR 1430 HOURS! I SUGGEST YOU...



"... DOUBLE-TIME IT!"

CAN'T WAIT TO SEE SOME ACTION! WHAT'S THE DEAL, PROF?

I HAVE NO IDEA, JOHNNY. BUT I DO KNOW THE ONE PERSON YOU NEVER KEEP WAITING IS...



SUE?!

WHOA! CHECK OUT THE HAIR -- WHAT'S LEFT OF IT!

YOU, UM, YOU MUST ADMIT IT... IT'S STRIKING, JOHNNY -- NOT TO MENTION PRACTICAL, CONSIDERING HER DUTIES!

WELL I PRACTICALLY GOT A HEART ATTACK RUSHIN' UP HERE FROM THE U.N. -- IT BETTER NOT BE JUST SO'S ACE CAN SHOW OFF HER NEW 'DU!

HARDLY, OLD FRIEND. OUR WORLD IS ABOUT TO FACE THE MOST FANTASTIC THREAT OF ITS ENTIRE HISTORY!

IF YOU DON'T BELIEVE ME...



WHAT IN THE NAME'A UNCLE COSMO --?

WHERE'D HE COME FROM?

I'LL BE SUPER-AMALGAMATED IT'S --

... YOU WILL SOON ENOUGH!



-- UATU, THE
GUARDIAN!

FEAR
NOT, PROFESSOR
RICHARDS -- I AM
NOT THE MENACE ABOUT
WHICH AGENT STORM
SPOKE.

WHILE
I HAVE PLEDGED
NON-INTERFERENCE
SINCE REGAINING MY
SANITY, SOMETHING HAS
COME TO MY ATTENTION
WHICH FORCES ME
TO **BREAK** THAT
VOW.

DIRE
NEWS WHICH
I HOPE WILL **REPAY** THE
DEBT I OWE YOUR QUARTET
FOR THE **FANTASTIC**
CHALLENGE YOU UNDERTOOK
TO **CURE** ME USING
THE **MOTHER**
CUBE!

*DURING AMALGAM'S
AMAZING FINAL ONSLAUGHT
MINI-SERIES OF COUSE --
Toteboard Tom

YEAH? WELL,
HERE'S A BRIGHT
IDEA, BIG BLUE -- IF
YA GOT SOMETHIN'
TO SAY... **SAY**
IT!

IF WERE TALKIN' THE
END OF THE **WORLD** HERE,
THIS AIN'T **NO TIME** FOR
FILIBUSTERS OR FANCY
SPEECHES!

I'M CERTAIN UATU
WILL TELL US WHEN
HE'S READY, BEN, AND
NOT ONE MOMENT
BE --





GALACTIAC --
THE ULTIMATE SYNTHESIS
OF MIND AND
MACHINE!

GALACTIAC --
HE WHO DRAINS THE
LIFEBLOOD OF PLANETS
TO RECHARGE HIS
ENERGY-CELLS!

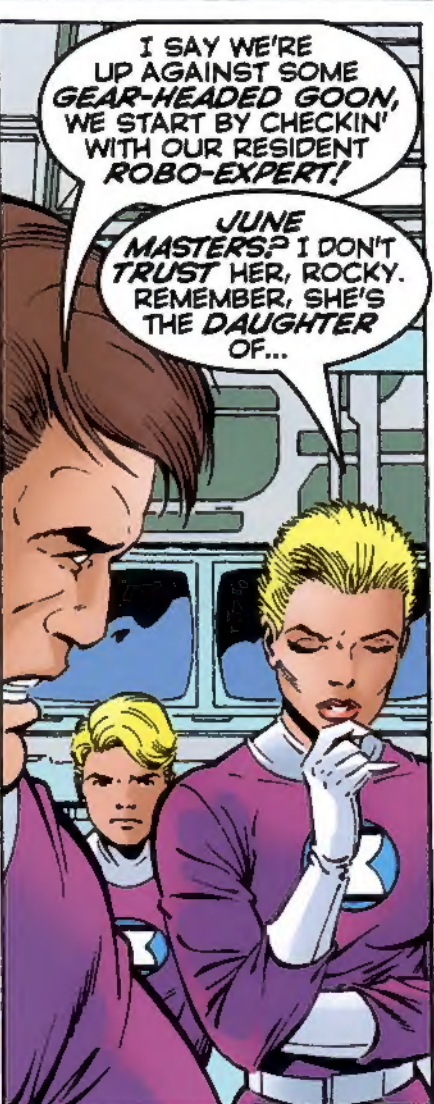
GALACTIAC --
AS OLD AS TIME
ITSELF! AS POWERFUL
AS SPACE IS
VAST!

OKAY,
OKAY -- WE
GET THE PICTURE!
NOW HOW 'BOUT
GETTIN' US
BACK ON...



... TERRA
FIRMA?
Uh...
YEAH, OKAY.
THANKS.

UATU -- IF
GALACTIAC IS AS
OMNIPOTENT AS
YOU SAY... HOW CAN
WE **POSSIBLY**
STOP HIM?



I SAY WE'RE
UP AGAINST SOME
GEAR-HEADED GOON,
WE START BY CHECKIN'
WITH OUR RESIDENT
ROBO-EXPERT!

JUNE
MASTERS? I DON'T
TRUST HER, ROCKY.
REMEMBER, SHE'S
THE **DAUGHTER**
OF...



"... **MULTI-MASTERS**, THE VILLAIN
WHO NEARLY DESTROYED US
WITH HIS TWISTED CREATION --
ULTRAVAC THE MULTI-ROBOT!"



TRUE... BUT IT WAS
ALSO JUNE WHO CURED
ME OF THE **EVIL D.N.A.**
THAT HAD SOMEHOW
INFECTED MY BODY,
SUE!

YES -- I'LL
NEVER FORGET
THAT, REED. IF SHE
HADN'T, I STILL DON'T
KNOW WHAT... WHAT
CADMUS WOULD DO
WITHOUT YOU!



PANT MUCH,
SIS? I MEAN, WHEN
I FALL FOR SOMEONE
I GO **ALL THE WAY** --
BUT YOU CAN'T PICK
BETWEEN PROF AND
THE **MARINER!**

WHILE YOU'RE
FIGURIN' IT OUT, THE
REST OF US'LL BE IN
JUNE MASTERS'
LAB...

THIS WAY,
MEN!



-- ENTERED ALL PERTINENT DATA. **COMPUTO** WILL EVALUATE THE INFORMATION IN RELATIONSHIP WITH YOUR SITUATION AND TASK.

YEAH? AN' WHAT'S THAT MEAN IN **PLAIN ENGLISH**, DOC?

I'M FINDING OUT WHAT YOUR CHANCES ARE AGAINST --

-- WAIT. LISTEN -- IT'S READY!



GALACTIAC. WILL. FALL. WHEN. A. CHALLENGER. DIES.

AIN'T THAT HAPPY NEWS! GUESS IT'S A GOOD THING WE'RE LIVIN' ON **BORROWED TIME**.



LET ME COME WITH YOU, BEN! YOU SAID I WAS AN **HONORARY CHALLENGER** -- AND MY KNOWLEDGE MIGHT COME IN **HANDY**!

WELL, Um...

ONLY TOLD HER 'CAUSE A' WHAT HAPPENED WITH **DIABLO**, THE **VOLCANO MAN**!

LIKE IT WOULD **FIX** THINGS! LIKE IT WOULD MAKE HER LOVE THE MAN WHO CAUSED HER TO GO **BLIND**!



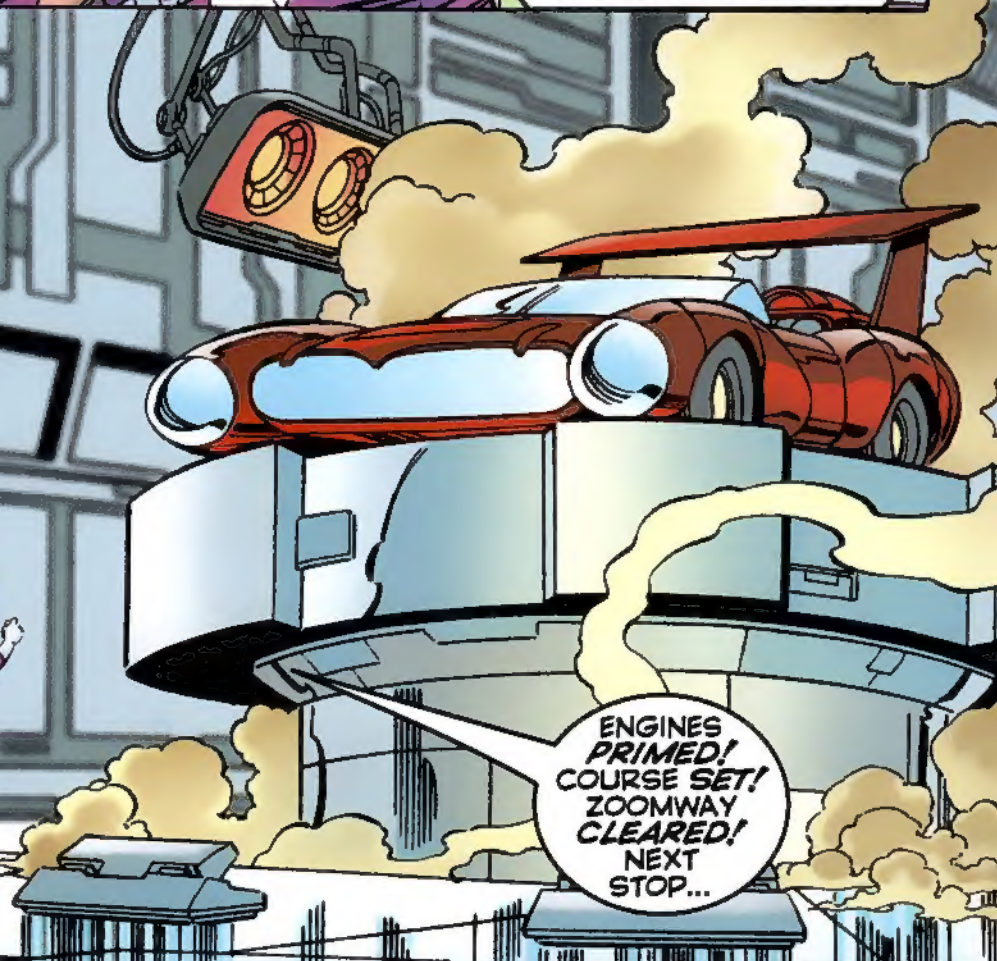
-- SURE YOU CAN COME, JUNE -- LEAST TO THE **BAXTER BUILDING**! BET THERE'S ONE OR TWO THINGS PROF DON'T KNOW -- RIGHT?

SO WHAT'RE WE WAITIN' FOR? LET'S GET THE **LEAD OUT** -- AND GET INTO THE **FANTASTIWAGON**!



I WANNA **DRIVE**! LET ME **DRIVE**!

MAYBE SOME OTHER TIME, JOHNNY -- WHEN ALL LIFE AS WE KNOW IT DOESN'T HANG IN THE **BALANCE**!



ENGINES **PRIMED**! COURSE **SET**! ZOOMWAY **CLEARED**! NEXT **STOP**...



CHAPTER
2 THE POWER OF
GALACTIAC!



GOOD LORD! THIS IS --

FANTASTIC!

GUESS THAT REALLY MAKES IT A JOB FOR YOU-KNOW-WHO, HUH?

NO SWEAT, RED -- JUST TELL THIS OVER-GROWN ACTION-FIGURE HOW MANY FORMS HE'S GOTTA FILL OUT BUILDIN' SOMETHIN' LIKE THIS IN MANHATTAN...

...AN' HE WON'T BE ABLE TO GET OUTTA TOWN FAST ENOUGH!

I FEAR GALACTIAC IS BEYOND OUR LAWS, BEN -- LET'S HOPE HE'S NOT BEYOND LISTENING TO REASON!

GALACTIAC -- HEAR ME! HOW CAN YOU DESTROY OUR WORLD? A WORLD SO FULL OF LIFE!

SURELY, THERE ARE OTHER, UNINHABITED PLANETS THAT COULD REPLENISH YOUR ENERGY CELLS!

AH -- NATIVE LIFEFORMS. FASCINATING.

YOU HAVE BEEN MISINFORMED I DO NOT COMPLETELY OBLITERATE ANY PLANET I RAZE.

I MINIATURIZE A SECTION OF IT TO PRESERVE... TO STUDY IN THIS CASE, I HAVE CHOSEN THE SITE YOU CALL... NEW YORK CITY.

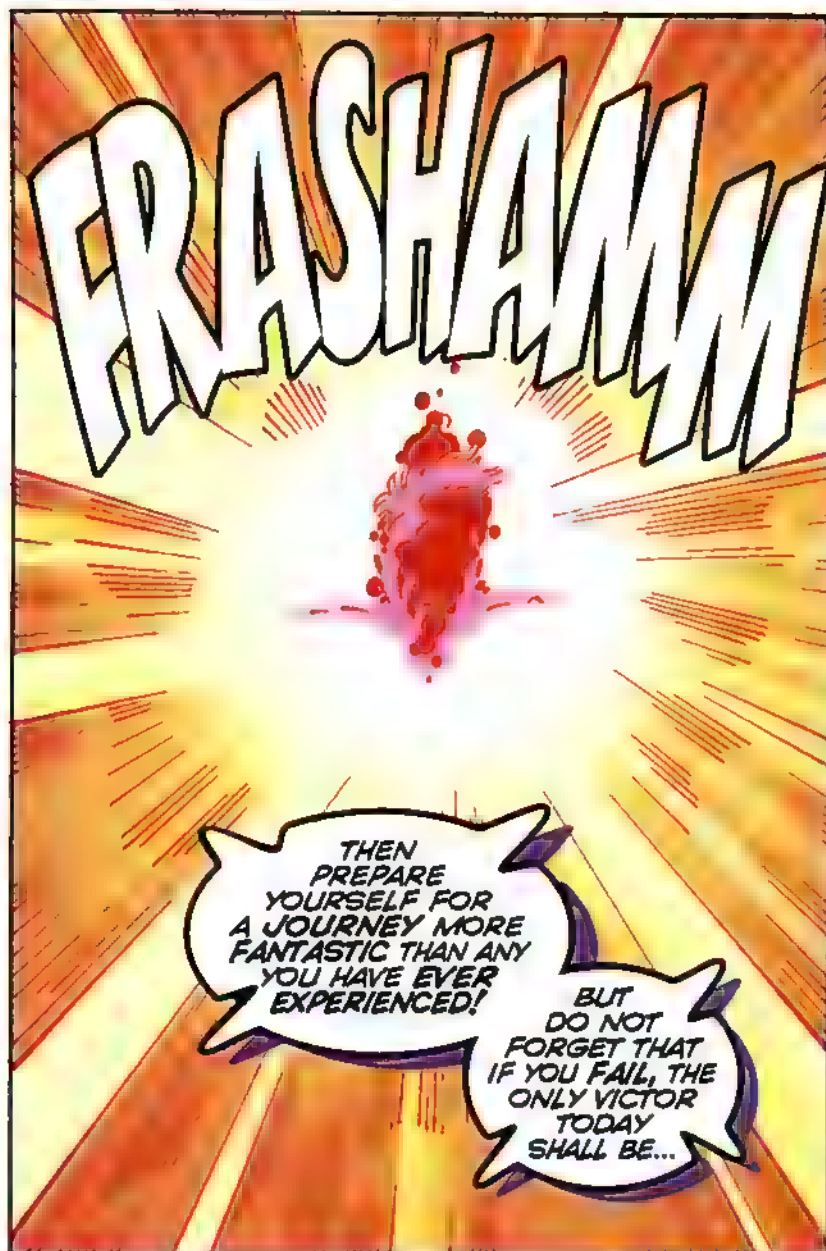
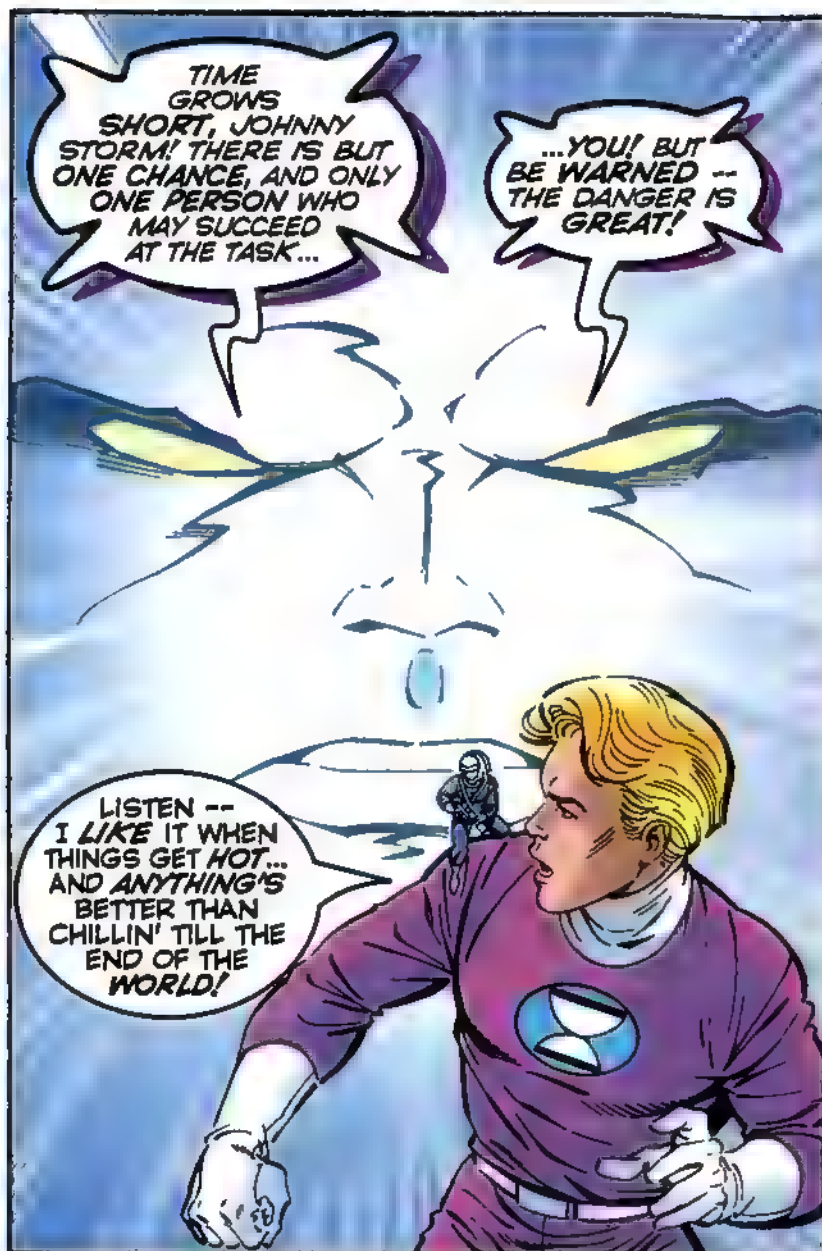
TAKE LATKOVIA, YA BIG BUG COLLECTOR -- AND MAYBE EVEN NEW JERSEY JUST LEAVE THE REST ALONE!

-- YEAH! STRANGE -- MY COM-LINK'S DEAD!

HE GETS NOTHING, ROCKY! I'M CALLING IN A S.H.I.E.L.D. STRIKE TO --!

THAT IS CORRECT, FEMALE. I HAVE SURROUNDED THIS AREA WITH AN IMPENETRABLE HEAVY ENERGY SHELL.

NOTHING FROM THIS PLANET WILL ENTER OR LEAVE IT UNTIL MY WORK IS DONE!





--- HOW 'BOUT WE TAKE A VOTE? ALL IN FAVOR OF EARTH'S DESTRUCTION SAY "AYE!", ALL THOSE AGAINST SAY ---

NNG!

IT'S CLOBBERIN' TIME!

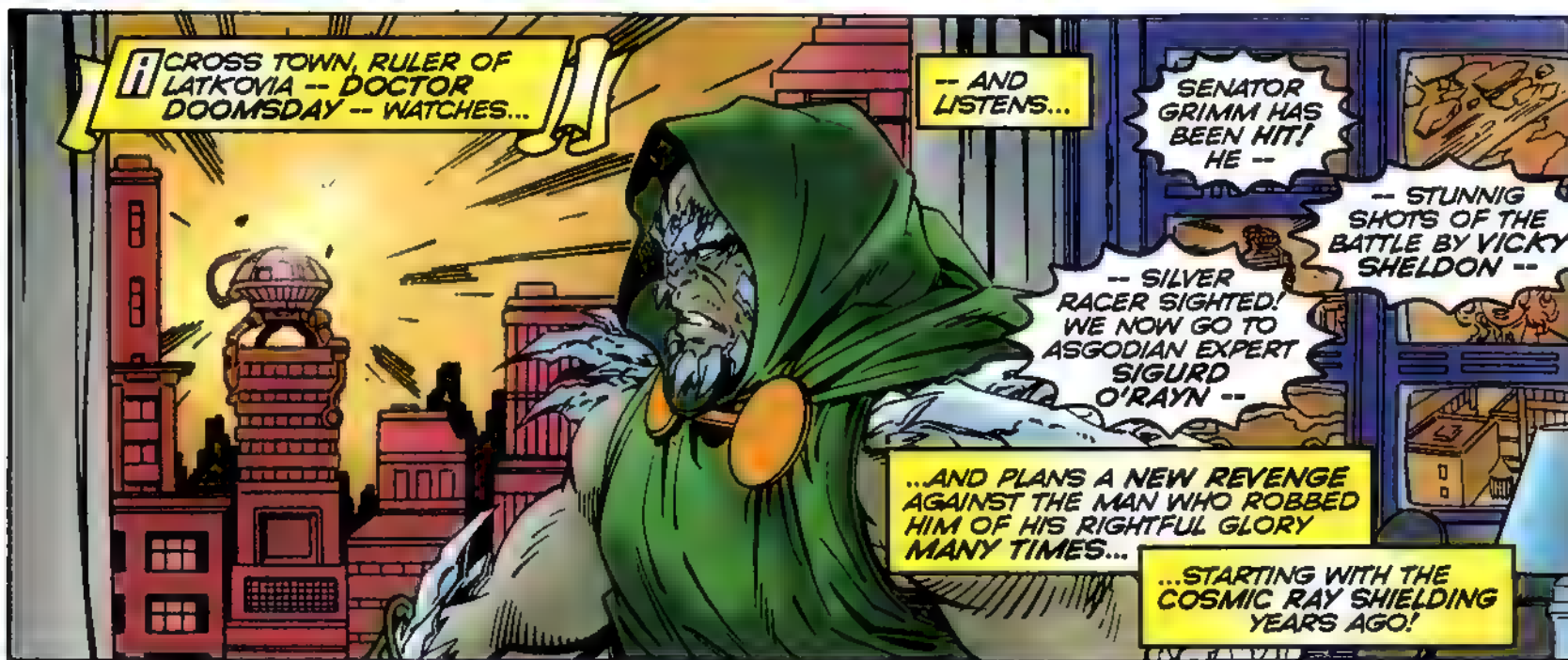
FZZAK



YOU HAVE SUCCEEDED IN GAINING MY ATTENTION, EARTHLING. YOU HAVE ALSO SUCCEEDED IN AROUSING MY WRATH.

AAA--!

ROCKY!



CROSS TOWN, RULER OF LATKOVA -- DOCTOR DOOMSDAY -- WATCHES...

-- AND LISTENS...

SENATOR GRIMM HAS BEEN HIT! HE --

-- STUNNING SHOTS OF THE BATTLE BY VICKY SHELDON --

-- SILVER RACER SIGHTED! WE NOW GO TO ASGODIAN EXPERT SIGURD O'RAYN --

...AND PLANS A NEW REVENGE AGAINST THE MAN WHO ROBBED HIM OF HIS RIGHTFUL GLORY MANY TIMES...

...STARTING WITH THE COSMIC RAY SHIELDING YEARS AGO!



AS YOU CAN SEE, I FOUND THE NAME YOU CALLED THIS LIFEFORM QUITE... EVOCATIVE.

I'LL BE SUPER-AMALGAMATED!

GALACTIAC'S RAY TURNED ROCKY INTO SOME KIND OF --

CHAPTER 3 FOUR-ARMED THING!

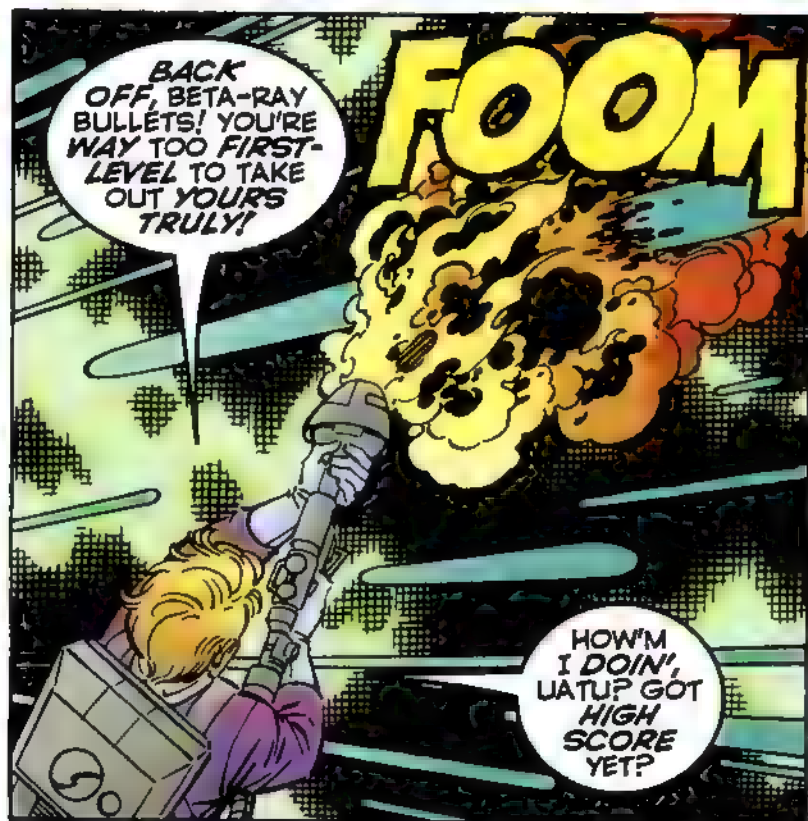




"...IT MIGHT NOT BE AS EASY AS IT SOUNDS!"

WHOA -- CLOSE ONE!

THE NEXT FLOATER DISC BETTER REZ-IN SOON OR OL' RED STORM'S GONNA BE A RED SHIRT!



BACK OFF, BETA-RAY BULLETS! YOU'RE WAY TOO FIRST-LEVEL TO TAKE OUT YOURS TRULY!

FOOM

HOW'M I DOIN', UATUP GOT HIGH SCORE YET?



THIS IS NO GAME, BOY -- ALTHOUGH YOUR ARCADE ABILITIES WERE ONE OF YOUR UNIQUE QUALIFICATIONS FOR THIS MISSION!

A MISSION YOU NOW NEAR THE END OF. BEHOLD!

AWESOME! I JUST GOT ONE QUESTION...



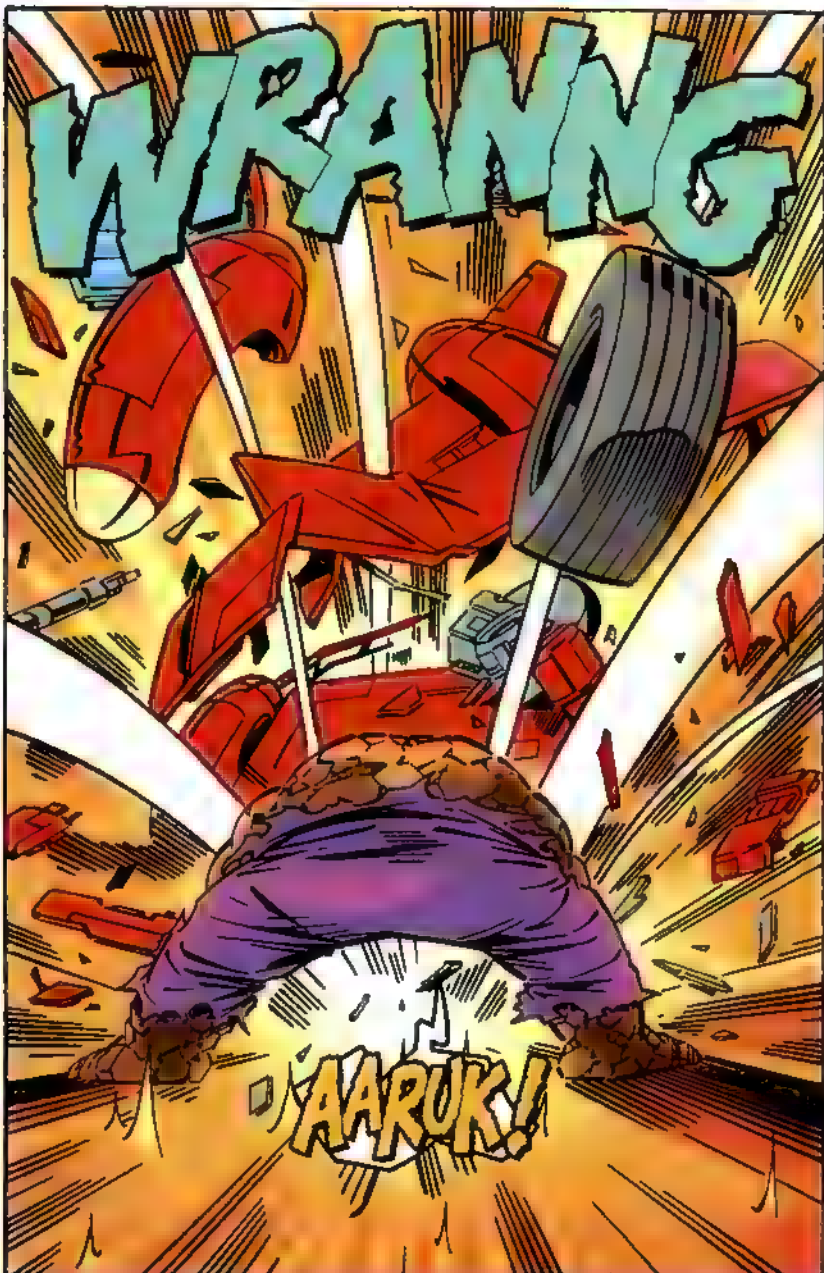
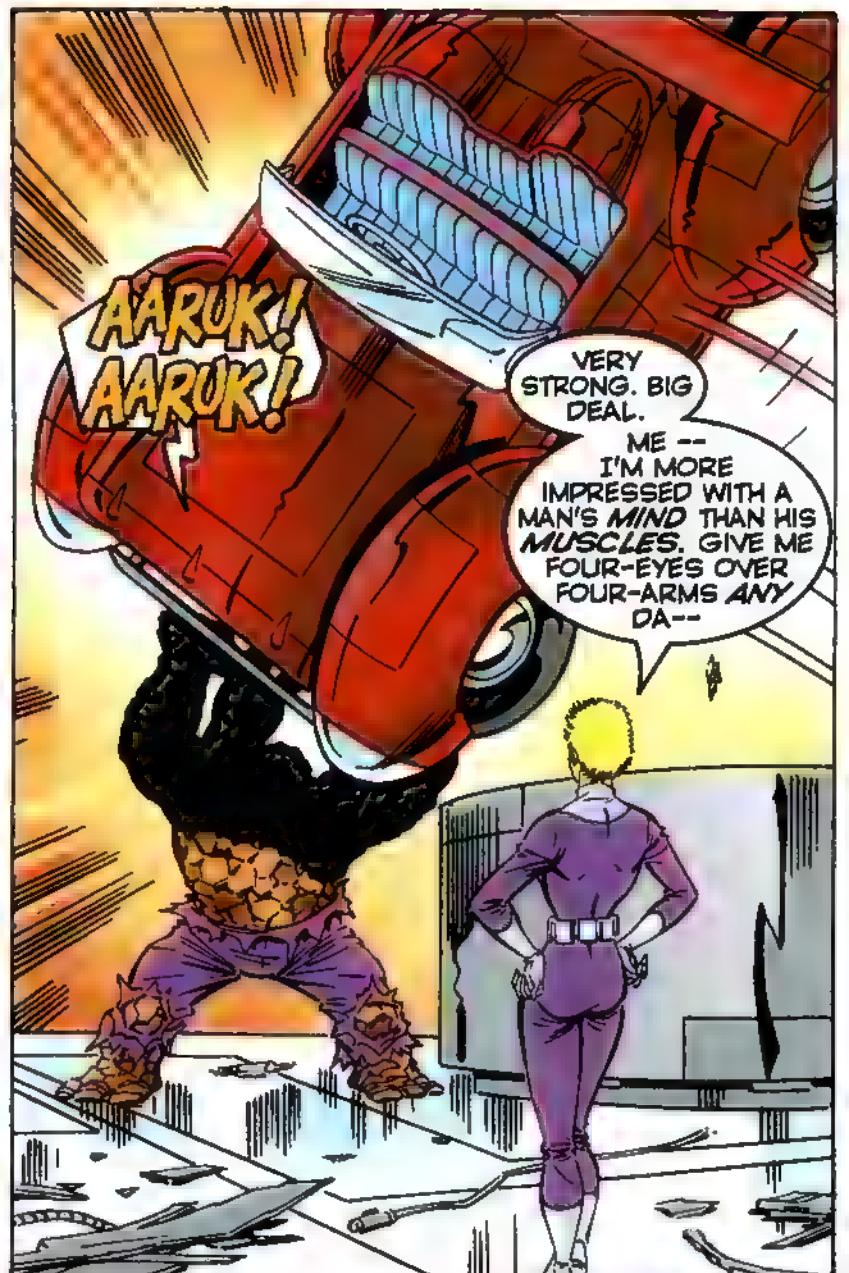
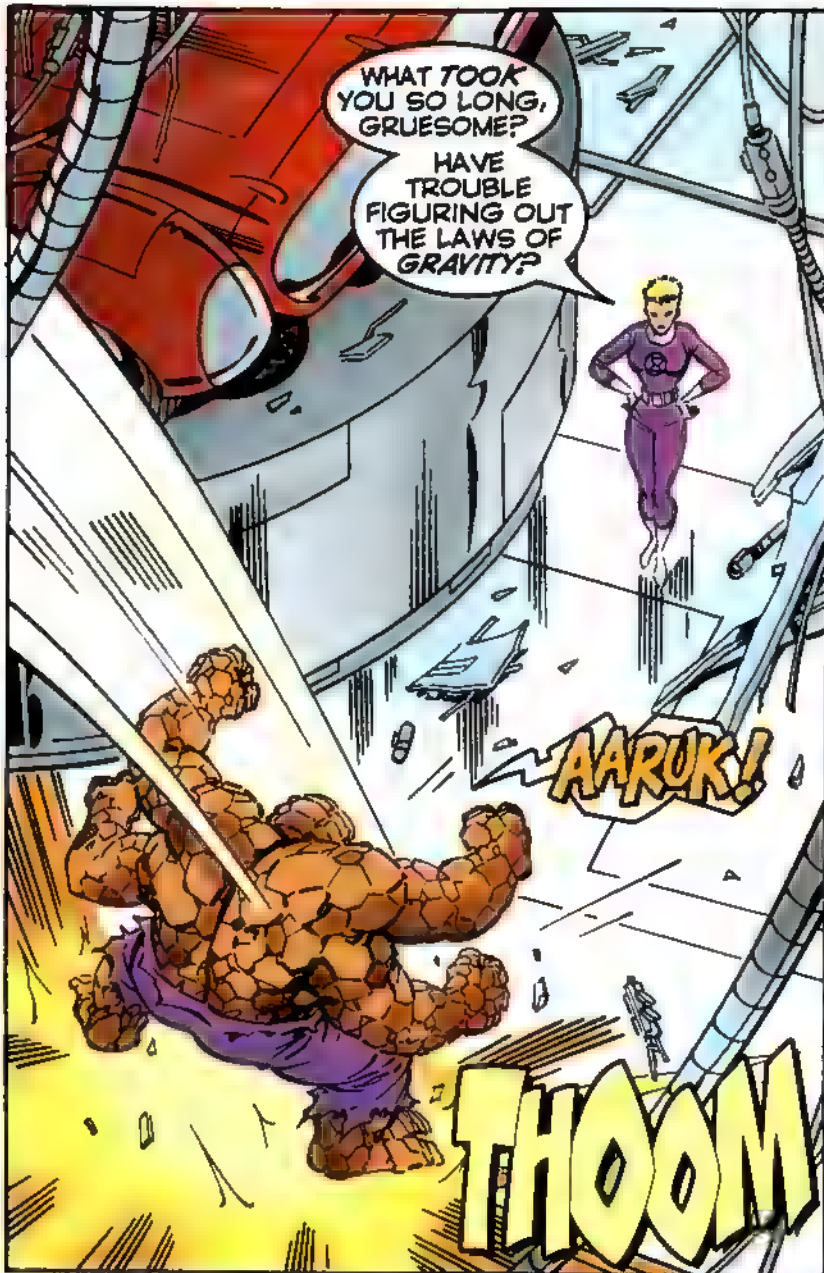
Um... WHERE'D THIS THING COME FROM?

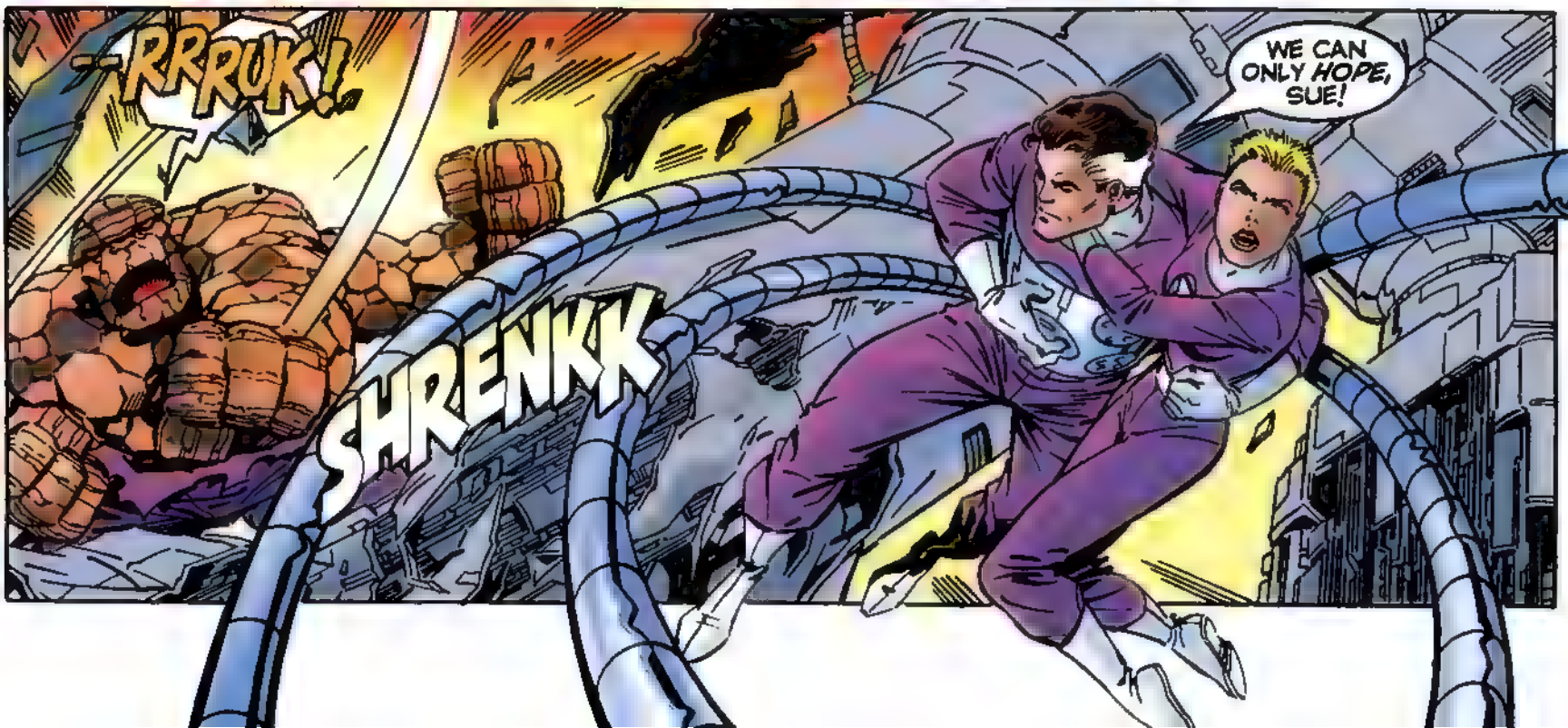
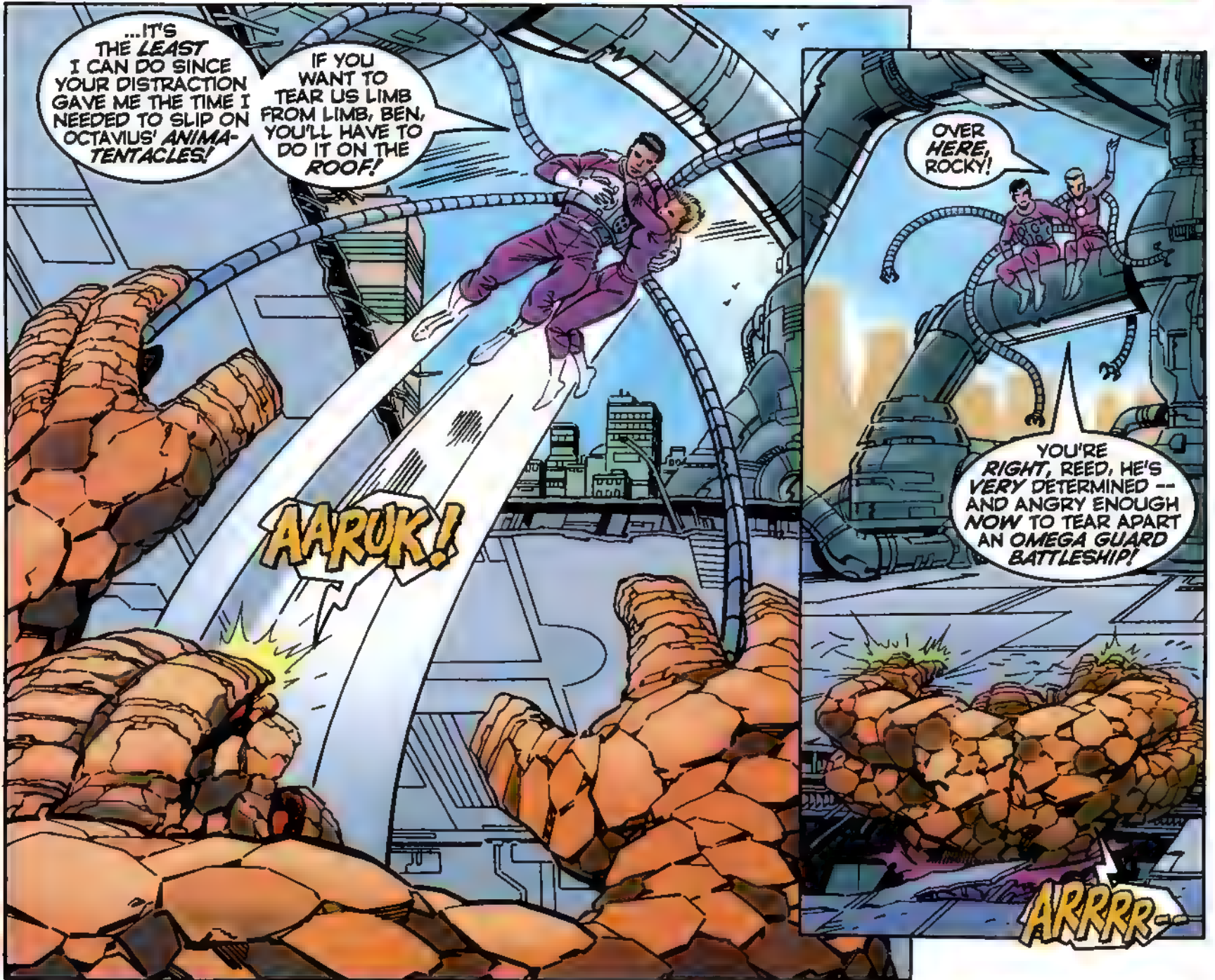
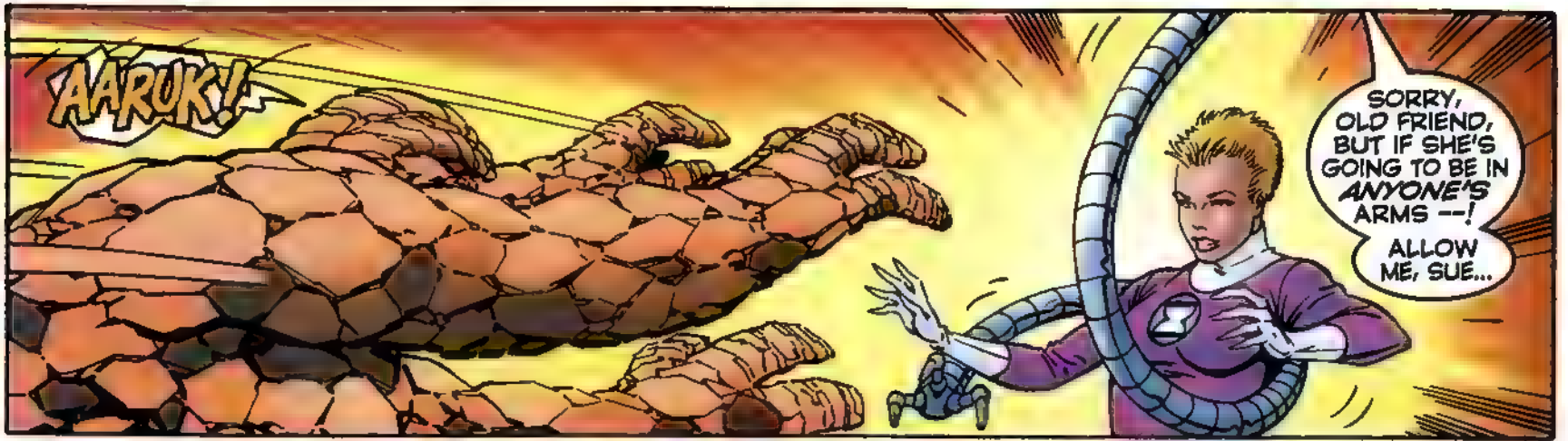
IT WAS HERE ALL ALONG, JOHNNY STORM -- YOU ARE CLOSE ENOUGH THAT IT IS NOW VISIBLE...

...NOW IT IS VULNERABLE!

THIS IS THE MOST IMPORTANT AND DANGEROUS PART OF YOUR JOURNEY! YOU MUST USE YOUR WEAPON AGAINST THIS DEVICE...

...AND, ULTIMATELY, NULLIFY IT!





AMALGAM NATION

CARWALD'S CORNERBOX

Fun! That's the name of the game. Seems like everywhere you turn these days, there's somebody spoutin' off about the deficit of "fun" in his funnybooks.

To which we say, "Balderdash!"

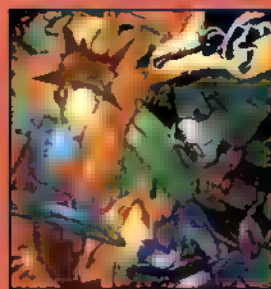
Now, there's no denyin' that the comic-book biz is just that—a business. And there are times when the profit-and-loss side of the equation seems to overshadow everything else, particularly with the advent of the faster-than-thought communication of the World Wide Web. (Speaking of which, have you gotten an eyeful of our fully-functional Amalgam Webrite yet? Four out of five dentists recommend it...and the fifth doesn't own a computer!)

But the bottom line is that nobody joins the wacky workaday world of producing four-color fantasies with the intention of getting rich. We do this because we love comics, the same as you do. There's no better place to work than in the comic biz. And the reason is, it's fun.

So have some fun today, Amalgamen and Amalgamettes. We are.

And remember, we remain ever dedicated to bringing you the finest in illustrated picto-literature! Because we know you demand no less! Accelerate!

— M.M. CARWALD

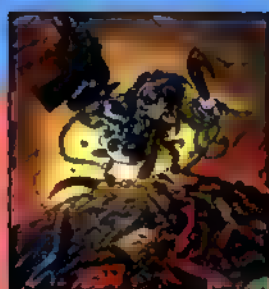


JLX UNLEASHED #1: Decimated by the Armageddon Agenda, the JLX lies at the mercy of the Hellfire League of Injustice when they summon the brimstone-born Fun Fang Flame! By Christopher "Maxi" Priest, Oscar "Jumping" Jimenez and Haribal "The Cannibal" Rodriguez.

GENERATION HEX #1: Ride back into the Wild West days of the Amalgam Universe and see how disfigured renegade Jono Hex assembled the world's first band of metamutant gunslingers: Skinhunter, Madame Banshee, and the mysterious Retribution — all out for vengeance against a town called Humanity. By "Peerless" Peter Milligan, "Madam, I'm" Adam Pollina and Mark "More, More, More" Morales



THE DARK CLAW ADVENTURES #1: Based on the hit TV show *Dark Claw: The Animated Series*! A deadly assassin called Lady Talia is loose in New Gotham! And she's after the man who killed her father, Ra's A-Pocalypse — namely, Logan! By Ty "The Guy" Templeton and "Rambunctious" Rick Burchett.



LOBO THE DUCK #1: The Main Mallard is after the mastermind responsible for the destruction of Manhattan and the deaths of the greatest Amalgam heroes! And not even his faithful girlfriend Bevarlene can ease the mighty duck's troubled mind — especially when the Lunatik-Bug bounces into the act. By Alan "The Anarchist" Grant, "Voracious" Val Semeiks, and Ray "Railroad" Kryssing

BAT-THING #1: When a scientist mutates into a creature part human and part bat, the world can only call him — Bat-Thing! Human no longer, the hideous being seeks revenge on the motorcycle gang responsible for his cursed existence! By "Laughin'" Larry Hama, Rodolfo "Joe" Damaggio, and Bill "Sink-or-swim" Sienkiewicz.



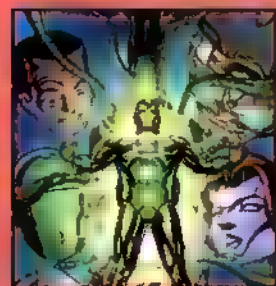
SUPER-SOLDIER: MAN OF WAR #1: Return to the Golden Age of Amalgam as the world's greatest human fighting machine joins forces with Sgt. Rock and his Howling Commandos! But can even their combined might overcome the maniacal Major Zemo's deadly War Wheel? Guest starring the All-Star Winners Society! By "Malevolent" Mark Waid, "Dauntless" Dave Gibbons, and Jimmy "Jimmy" Palmiotti.

CHALLENGERS OF THE FANTASTIC #1: Sue "Ace" Storm: fearless agent of S.H.I.E.L.D.! Reed "Prof" Richards: dynamic science genius! Johnny "Red" Storm: daredevil youth! Ben "Rocky" Grimm: two-fisted U.S. senator! They're four frankly fearless people who seek out and defy mind-blowing menaces in mysterious places. But can even they stand against the coming of Galactiac? By Karl "Don't Call Me Barbara" Kesel, "Titanic" Tom Grummett, and "Anxious" Al Vey.



THORION OF THE NEW ASGODS #1: Between the realms of New Asgard and Apokolips, Thorion battles his hated brother Lok D'Saad, while the fate of the galaxy itself hangs in the balance! But Lok has a secret weapon: the all-powerful MOTHER LOBE. And waiting in the shadows: Thanosaid! By "Kinetic" Keith Giffen and "Jumpin'" John Romita, Jr.

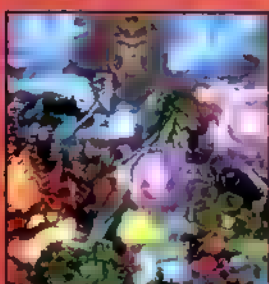
IRON LANTERN #1: Empowered by OA, the Living Planet, Hal Stark wears the life-sustaining armor of Iron Lantern! But can the Armored Emerald Gladiator save Stark Aircraft from the colossal Great White, the hatred of Madame Sapphire, and the world-shattering power of Mandarinestro? By "Curt" Kurt Busiek, "Tall" Paul Smith, and Al "The Pal" Williamson.



THE EXCITING X-PATROL #1: Niles Cable, Elastigirl, Shatterstarfire, Ferro Man, Beastling, and Dial H.U.S.K.! They're back — and they must face Brother Brood in a battle to the death! And if they survive — can they endure the trials of the Brood Pit? By Barbara "Don't Call Me Karl" Kesel and "Bouncin'" Bryan Hitch.

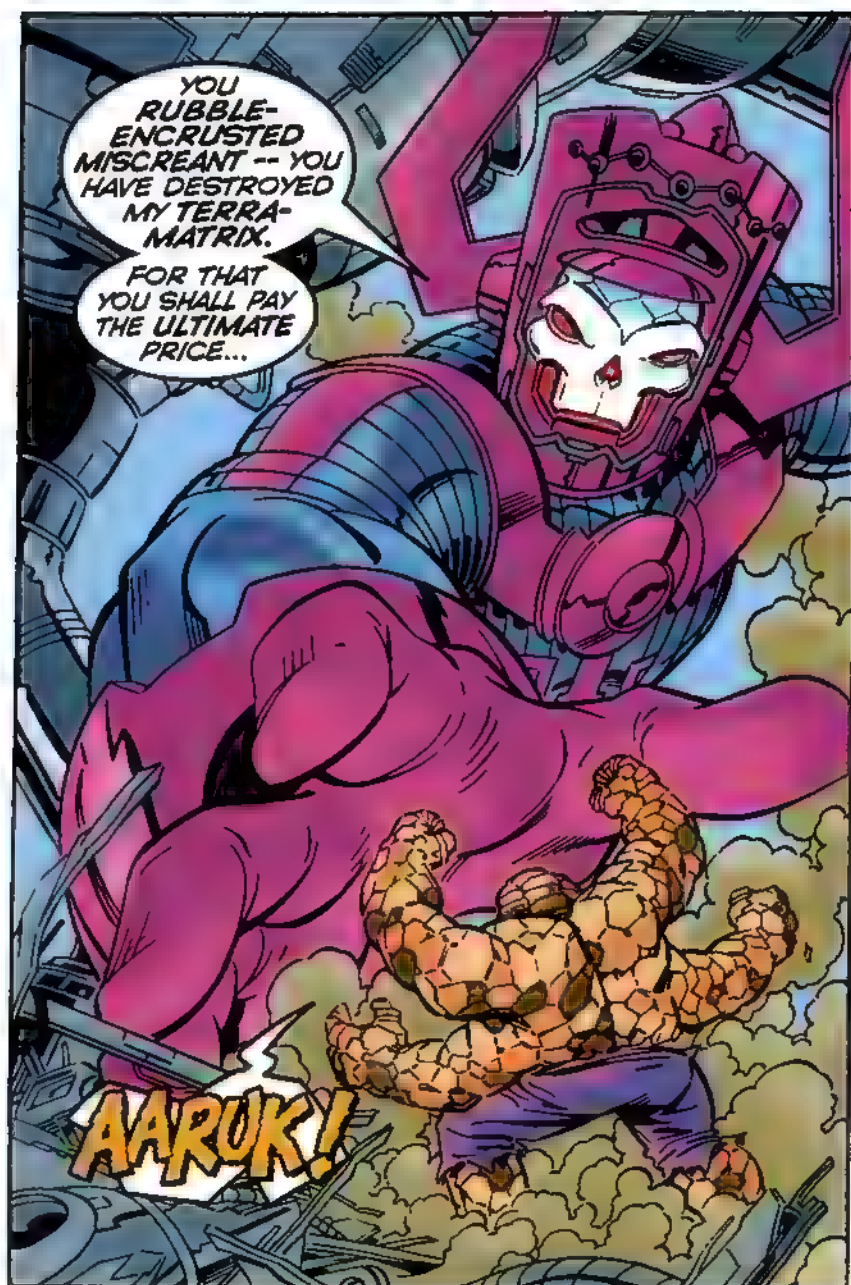


SPIDER-BOY TEAM-UP #1: Spider-Boy is saved from certain doom by another spider-powered teen who could be Spider-Boy 2099! Using the Time Cube, the heroic duo travel back to the future to meet the Legion of Galactic Guardians. By Karl "Now I'm Confused" Kesel, Roger "Ramjet" Stern, Jo "The Padron" Ladronn, and "Say It Ain't So" Vlesco.



MAGNETIC MEN FEATURING MAGNETO #1: Just as the refurbished Magnetic Men attempt to join human society, they must go up against the lethal Sinister Society and a slew of new evil robots. By Tom "Terrific" Peyer, "Bodacious" Barry Kutson and "Dancin'" Dan Panosian



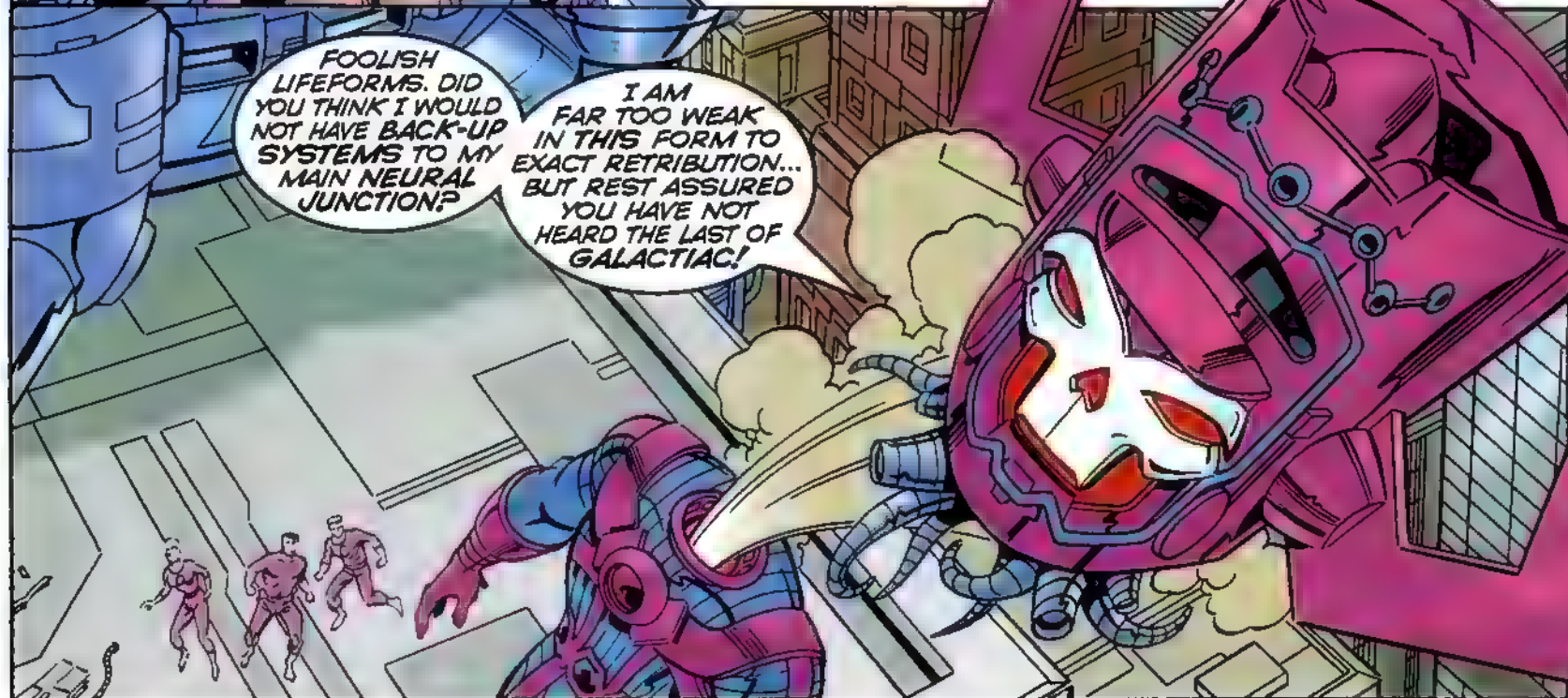
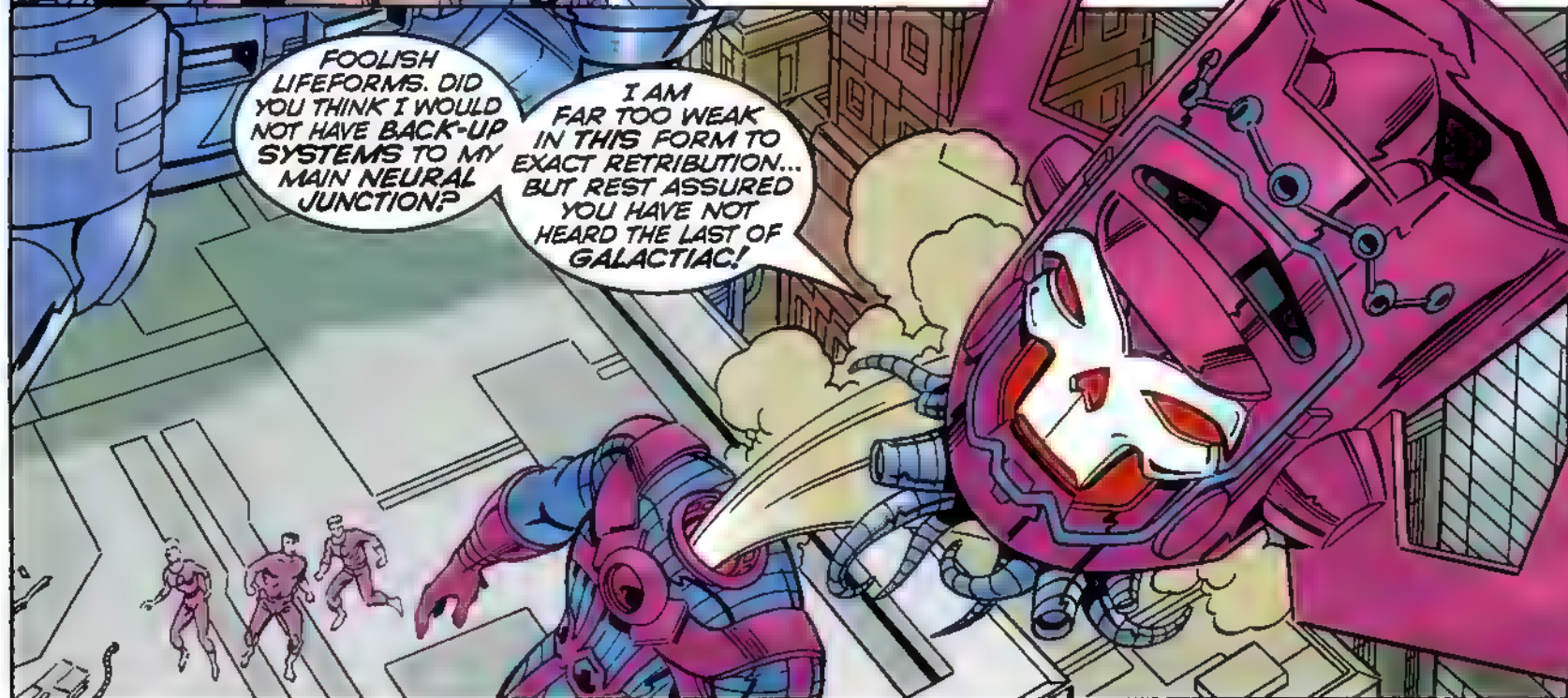
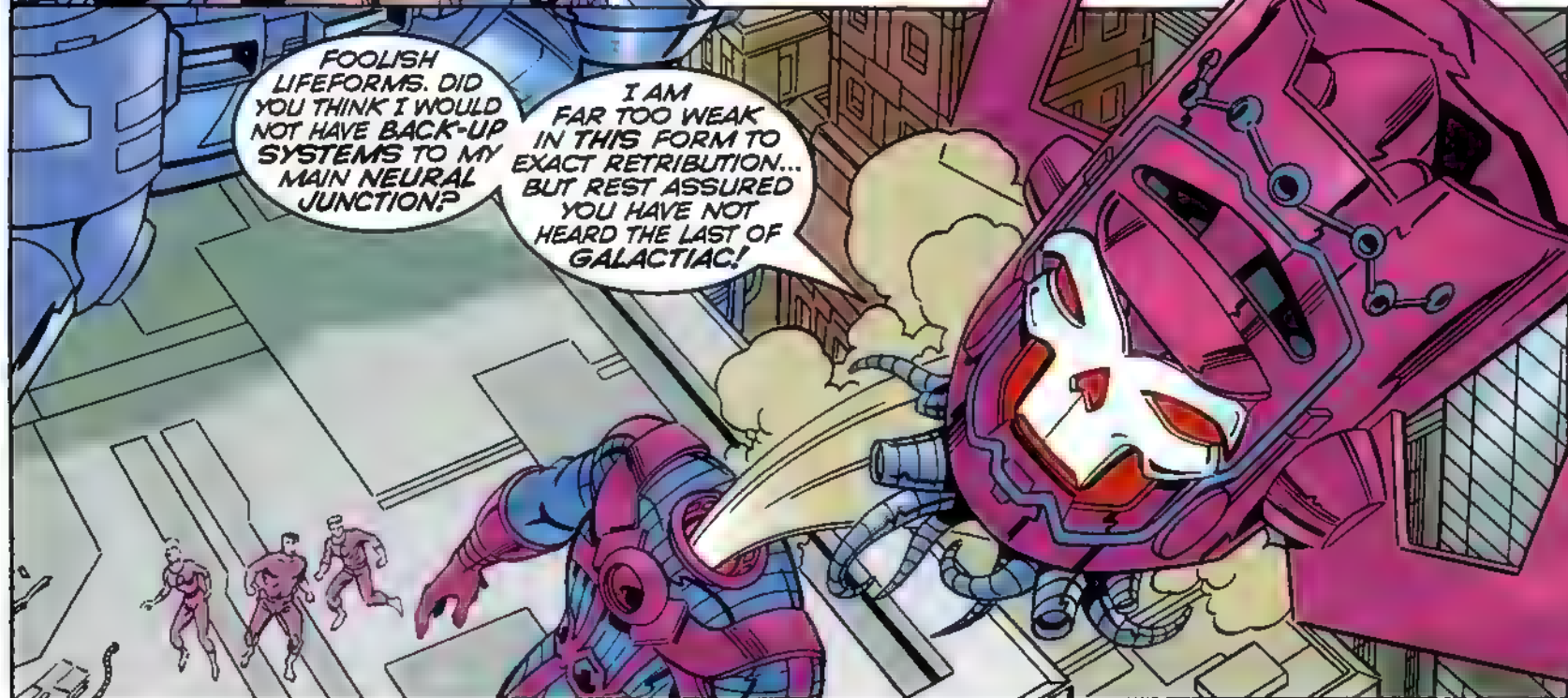
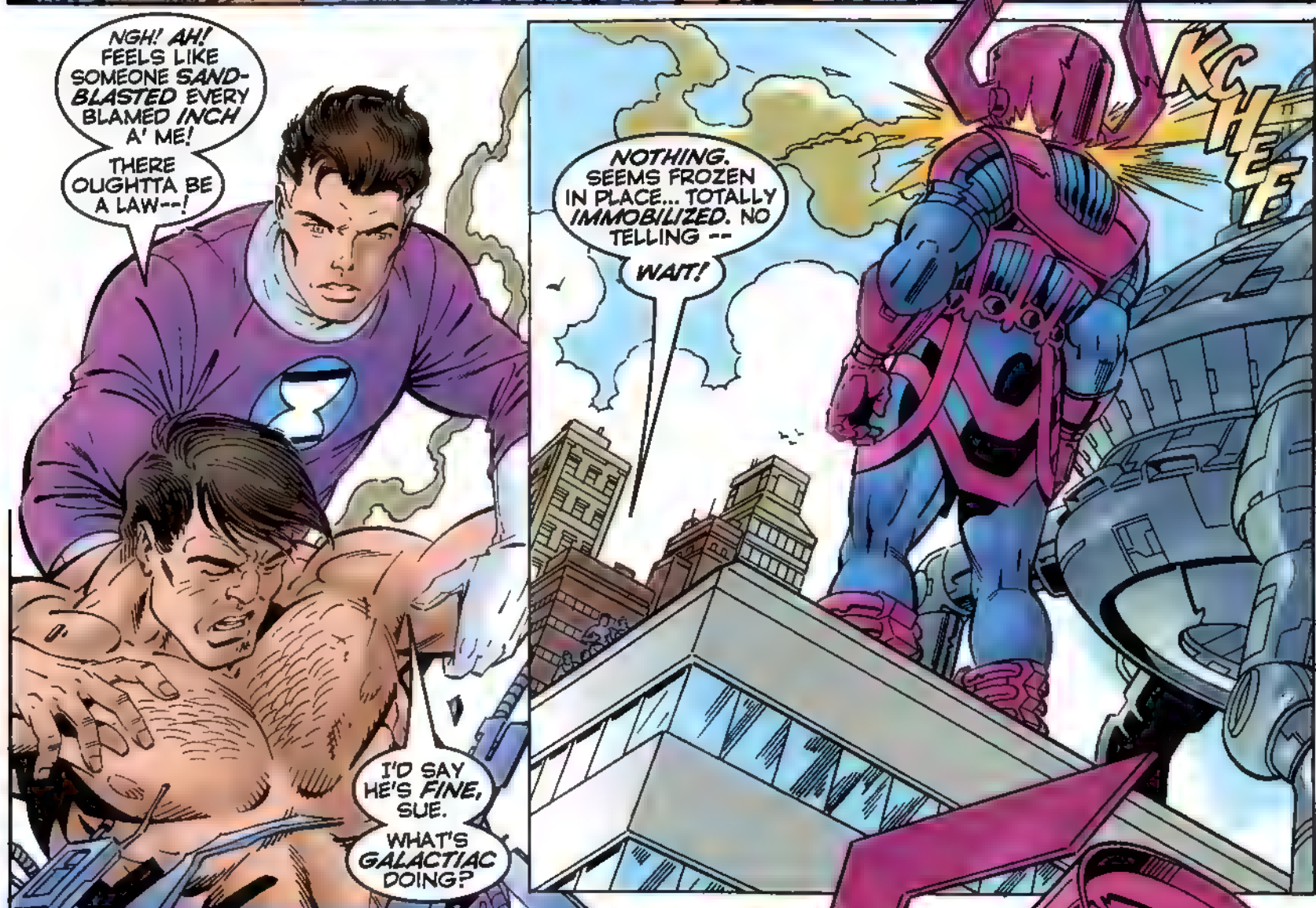


**FRA
ZHAMM**

"I'LL BE SUPER-AMALGAMATED! THAT LIGHT-BLINDING!"

"SUE! WHERE ARE YOU, SUE...?"

"IS ANYONE THERE? SUE? JOHNNY...?"





WELL, THEN YOU AIN'T HEARD THE LAST OF THE CHALLENGERS OF THE FANTASTIC EITHER, PAL!

THAT'S RIGHT, BEN -- AND NEXT TIME WE'LL BE FULLY PREPARED!



Y'KNOW, PROF -- I REMEMBER BEIN' THAT... THING, AN' I WAS THINKIN' IF YOU COUD CHANGE ME BACK INTO IT SOMEHOW, BUT WITH ME IN CONTROL...

...IT WOULD BE A PERFECT DEFENSE AGAINST GALACTIAC -- AND USEFUL ON OTHER MISSIONS.

I'LL FIND A WAY TO DO IT, OLD FRIEND -- I SWEAR!

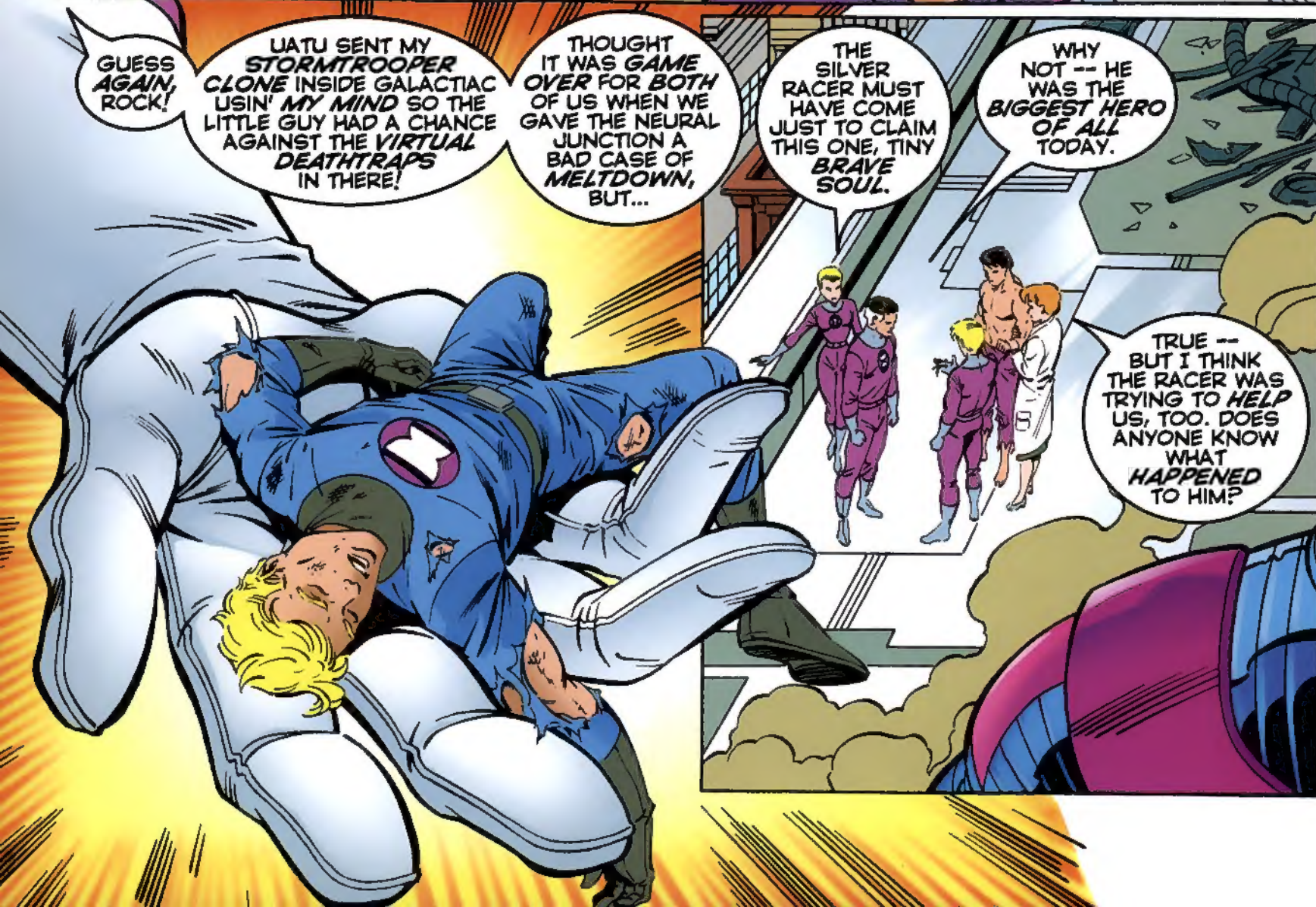


WATCH THE LANGUAGE, PROF -- I'M STILL YOUNG AN' IMPRESSIONABLE... NOT LIKE THAT'S HOW I FEEL RIGHT NOW!

I FOUND RED IN A ROOM DOWN BELOW -- ALMOST IN A TRANCE. HE'S WEAK BUT UNHURT.

THEN IT'S TIME TO SHOOT OFF SOME FIREWORKS, DOC! THAT CRAZY COMPUTO A' YERS WAS ALL WRONG!

GALACTIAC TURNED TAIL AN' NOT ONE A' US BOUGHT IT!



GUESS AGAIN, ROCK!

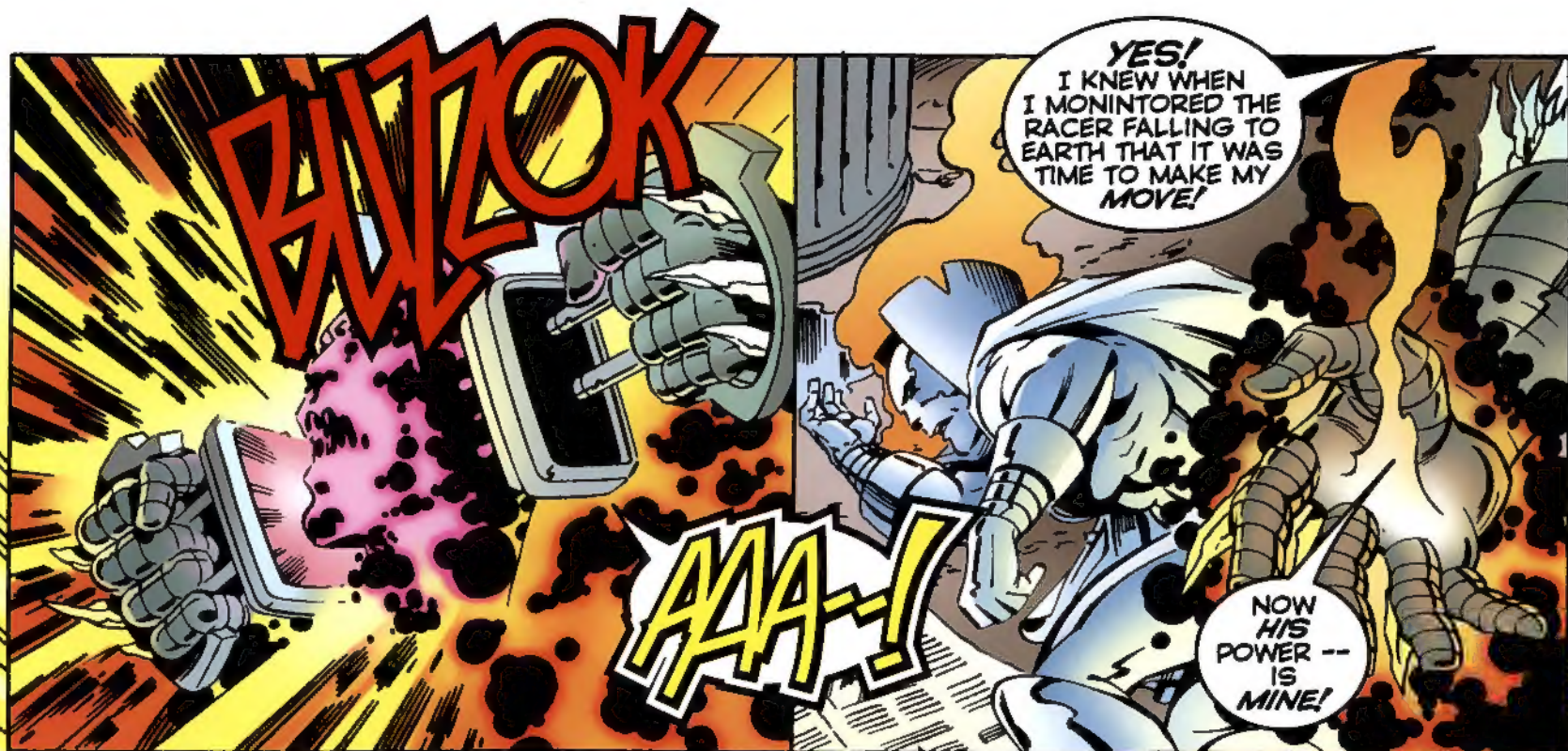
UATU SENT MY STORMTROOPER CLONE INSIDE GALACTIAC USIN' MY MIND SO THE LITTLE GUY HAD A CHANCE AGAINST THE VIRTUAL DEATHTRAPS IN THERE!

THOUGHT IT WAS GAME OVER FOR BOTH OF US WHEN WE GAVE THE NEURAL JUNCTION A BAD CASE OF MELTDOWN, BUT...

THE SILVER RACER MUST HAVE COME JUST TO CLAIM THIS ONE, TINY BRAVE SOUL.

WHY NOT -- HE WAS THE BIGGEST HERO OF ALL TODAY.

TRUE -- BUT I THINK THE RACER WAS TRYING TO HELP US, TOO. DOES ANYONE KNOW WHAT HAPPENED TO HIM?



NEXT:

ACE FIGHTS ALONE IN...
THE KILLER SKIES!

Dear Editor,

You can't imagine the roller-coaster ride my emotions have been on since I heard about the triumphant return of my favorite team, the Challengers of the Fantastic!

I've seen the ads showing the new creative team. Killer Karl, Terrific Tom, and Audacious Al have the long, long background in this industry to do justice to a team that's had only occasional appearances since the end of the Silver Age many years ago.

I just have one request: this time, don't sully the proud Chall-Fan legend with goofy characters like Red Storm's half-brother, Tino Lumpkin, the team's rock n' roll mailman. The whole series fell apart when he joined the team after My Greatest Astonishment #55's stirring tale, "Taps For Johnny!"

Byron Morrissey
Framingdelphia, MA

Glad to have you with us, Byron! The Fantasti-Challs are staying close to home—but we hope you like the new costumes we've given them! And don't worry, we promise not to bring back any characters unless we have a compelling storyline for them. Throwing in goofy characters for no good reason is just not the Amalgam way!

Dear Tom,

Having followed the CF since those early days when Rocky Grimm was only a state congressman, I have a few requests:

1. Revive the Challenger Haters of Evil! Diablo the Volcano Man, the Radioactive Kra, Drabny the Fixer, Multi-Master, and Uliwac the Multi-Robot make a formidable team! Sure, they all died in the original series, but that won't stop a writer like Karl!

2. Keep June Masters a part of the team. It's true she was mostly hostage bait in the Silver Age, but these are the '90s. She can serve as the fifth Challenger, helping out in times of grave danger. And with her ultra-sensitive sense of touch, she can probably even sew her own costume!

3. Bring back the Un-People! This great team hasn't been seen since their appearances in Strange Tales of the Unexpected many years ago, and they mesh well with the Fantasti-Challs. But lose Triserinak, he's been an embarrassment since he first appeared. I still can't figure out what you were thinking with that one!

4. No alien robot pets! Yes, that's right, dump Cosbie!

That's all for now. Good luck. I'm looking forward to once again seeing that flaming hourglass light up the sky!

Marty Isabella
Cleveland, NJ

It's always a pleasure getting one of your letters, Marty! We wouldn't be the same without long-time readers like you to keep us on our toes. As to your questions:

1. You may have noticed this ish that Killer Karl didn't let a simple thing like death keep him from insinuating a couple of the Challenger-Haters of Evil into our tale. Look for

more on them—and the others—in upcoming months!

2. Never fear, June Masters will indeed be a key part of the team! In fact, she may wind up refereeing things in issue #5 when Red Storm's old girlfriend, Corinna Evans, stops by while Dream Crystal is visiting!

3. The Un-People are on our mind, too, as you can tell from their cameo appearance this time! But fans also were clamoring for the return of the Silver Racer, which shows you should be careful what you wish for! Believe us, that's something we keep in mind around Amalgam Comics. We have to admit to having a soft spot in our hearts for Triserinak. You've got to agree, he's an original!

4. We're with you on this one all the way! An alien pet? And a robot one at that? What were we thinking?

Dear Fantasti-Tom,

Bravo! As you no doubt remember from my many letters to your companion book, Spider-Boy, I have long awaited the triumphant return of the Challengers of the Fantastic. Their appearance in last year's adjectiveless Spider-Boy #1 gave me hope, and now I hear my dreams will be fulfilled.

One thing I must know, however: I've heard reports that you're thinking of letting some of my favorite old-time characters, including Tom Harper, the Guardian Angel, operate again in some way. Is this true?

Max Calvada
Amehurst, MA

You heard right, Max! Later this year, we'll be following up on the new dimensional plane that Reed investigates in this very issue. We're calling it Universe-Two (or U-2, for short), and it offers what we believe will be a wealth of opportunities to show off those characters still remembered fondly by readers like you. A special one-shot is already planned, featuring Spitfire and the Blackhawks, which will include a back-up story highlighting a long-unseen team, Infinity Kickers Inc. It's just one more reason why more and more readers are heeding the call to Ask Aloud About Amalgam!

Dear Tom,

Okay, brace yourself. I heard about the return of the Fantasti-Challs, and I want to spring one more of my wacky ideas on you. Ready for the big one? I want a crossover!

And who better than the Thunder Crusaders from Radiotower Comics? I realize it's been many years since Dynashield, the No-Fly, and all the rest have had their own series, but you can say the same for a certain group of Challengers of the Fantastic, can't you? Just give it some

thought, okay?

Irene Olshevsky Jr.
Bethento, Ontarioland, Canada

Glad to see you're still pitching ideas at us, Irene! Don't ever change, you're truly one of a kind.

Dear Karl, Tom, and Al,

It's welcome news indeed that the Challengers of the Fantastic are returning to the stands. I hope this gives you the chance to delve into what exactly Ace Storm's position in S.H.I.E.L.D. will be now that Bruce Wayne's tragic accident has caused him to withdraw.

It seems she should be next in line—but is she? Will she accept a position away from the action in the field? Not only would that make it harder for her to stay near her boyfriend Prof Richards, but it also would make it difficult for her to explore her attraction to Mariner. Can Senator Grimm help her become S.H.I.E.L.D.'s first female director?

Please don't pass up this opportunity to delve into something that has been ignored in the few cameos the Fantasti-Challs have gained since Bruce left S.H.I.E.L.D. We need to know!

Biljo Evanier
Los Columgeles, MO

And know you shall, Biljo! Sue will step into the spotlight next issue, as our box below promises. We know you won't want to miss it! At the same time, don't count out a good man like Bruce. Amalgam heroes have been able to come back from much worse than having their backs broken by a drugged-up, gun-toting anti-hero like the Banisher!

Dear Editor,

You know it's coming, so let me be the first to say it: I want a talking gorilla, and I want it now!

Guy H. Wollman III
San Frangeles, CA

We know "our favorite Guy" is kidding us—but then, he hasn't seen issue #4! That's when the Communists of Gorillagrad begin their march to conquer the world! The Fantasti-Challs must join with the Bronze Tiger, King of Wakanda, to stop the menace of the Red Ghost, Comrade Grodd and Congo-red! What can we say? It's just Another Ambitious Amalgam Accomplishment!

NEXT ISSUE: Never has Ace Storm faced a deadlier foe with more at stake! Single-handedly, she must stop the dreaded Doctor Doomsday—who now is enhanced with the cosmic Asgodian power of the Silver Racer! You won't want to miss "Ace Stands Alone!" Plus, Rocky Grimm returns to Suicide Street to confront the Yancy Newsboy Street Gang and winds up in the weirdest trouble of his life when he meets The Infant Mite Terrible! It's one more reason you should march down to your newsdealer today and tell him: A-Make A-Mine Amalgam!

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